

SOMNIA

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FADE IN

INT. CODY'S BEDROOM, WHELAN HOUSE - EVENING

We begin on a CLOSE-UP on six-year old CODY's sleeping face. His normally adorable features contort slightly into expressions of discomfort and worry, his eyes FLUTTERING behind his eyelids.

He's deep in REM sleep, and clearly having a nightmare.

PULL BACK TO REVEAL the BARREL OF A HAND-GUN, shaking slightly as it points at CODY'S HEAD.

The man holding the gun is WHELAN (early 40s, pale and manic). He sits on the edge of Cody's mattress, gun pointed at his head, eyes crazed and conflicted as he tries desperately to bring himself to pull the trigger.

His head WHIPS AROUND as he hears a strange SHUFFLING SOUND, faint but distinct, coming from the DARK HALLWAY outside the bedroom door. He stares at the door, holding his breath.

We DOLLY IN toward the door, which is open just a crack. Whelan waits, careful not to move, and suddenly hears -

RASPY, WHEEZING BREATHING growing louder as something APPROACHES THE DOOR, its steps THUMPING softly on the carpet outside.

Terrified, Whelan turns back to the sleeping boy. HE'S OUT OF TIME. HE HAS TO ACT NOW.

He PULLS BACK THE HAMMER OF THE GUN. As it CLICKS -

The bedroom door BURSTS OPEN as something CHARGES INSIDE -

Whelan SPINS around, FIRING THE GUN as the door SLAMS INTO THE WALL -

THERE'S NOTHING THERE. Whelan PANTS, smoking gun outstretched in his shaking hand. He looks at the empty hallway as the door slowly CREAKS away from the wall, settling again.

Breathing heavy, heart racing, Whelan turns back to Cody -

WHO IS NOW AWAKE, sitting upright. Little face TERRIFIED, looking at the gun. Whelan looks from the boy's scared face to the gun in his hand, and back again, his eyes full of SHAME, REGRET ... AND FEAR.

CUT TO:

LEGEND: TWO YEARS LATER

EXT. DEPARTMENT OF SOCIAL SERVICES - MORNING

An officious, gray building with an uninviting courtyard.

INT. NATALIE'S OFFICE - CONTINUOUS

The well-manicured hand holding open a CASE FILE belongs to NATALIE (late 20's, fresh and idealistic).

Across from her file-piled desk, MARK and JESSIE (early 30's) wait patiently. They're an attractive young couple, but their eyes seem to be those of old souls. They've hurt more than they should at their age.

NATALIE

This is sooner than we talked about, but I've had a case come back across my desk that made me think of you two. It could be a very good fit.

She pulls a photograph of CODY (now 8) out of the file and hands it to Jessie.

NATALIE (CONT'D)

Cody. He's eight. His birth mother died when he was three, and we placed him with a couple who, it turned out, weren't ... fit. The second couple we placed him with abandoned him.

JESSIE

Jesus.

NATALIE

I went to follow up, a bit more than a year after the placement - that's something I try to do, something I wish we all would. I found him living in the apartment alone.

MARK

Alone.

NATALIE

For the better part of the year, as far as we can tell.

JESSIE

How did he ...

NATALIE

He's resourceful. Resilient. And he's smart. Some he stole, but a lot of it he bought himself. Pawning what they left in the apartment.

Natalie take a moment, letting go of her office demeanor and leaning in.

NATALIE (CONT'D)

Look, I like this kid. We're not supposed to have opinions like that. And don't get me wrong, I'm not saying these things haven't had any effect on him. He has sleep issues.

JESSIE

Who wouldn't?

NATALIE

And he's guarded. But for all he's been though he hasn't given up, he hasn't given in, he hasn't let it turn him into a victim.

(beat)

Which made me think of you two.

Mark and Jessie glance at each other.

NATALIE (CONT'D)

I don't want him in a state facility, or in a group home, so I've got to place him fast. Now that you've been approved ... I think you're going to be wonderful foster parents, and if you're willing, I could bring him to you tomorrow.

JESSIE

Tomorrow.

NATALIE

So I guess my question to you is ... Are you ready for this?

CUT TO:

EXT. MARK AND JESSIE'S HOUSE - LATER

A two story, spacious modern home, set against a sprawling rural backdrop. The house is isolated among rolling hills and grasslands. We can see the nearest neighbor, but they're at least a half-mile away.

A Prius heads up the long driveway toward the isolated house, parking a few feet from the door.

INT. FOYER - MOMENTS LATER

Jessie and Mark step inside, each carrying a handful of PLASTIC SHOPPING BAGS. Jessie looks down at the bags in her hand, SWITCHING THEM UP a little, and holding two of them out to Mark.

JESSIE
Family room.

He takes them from her, heading down the hallway as she heads up the stairs.

EXT. BACKYARD - LATER

Jessie carries several of the bags, now full of discarded plastic packaging, out to their garbage cans. After dropping them in, she heads back toward the house. Glancing up, she can see Mark working in one of the upstairs bathrooms.

She takes the opportunity to lean against the siding, out of sight, and LIGHTS A CIGARETTE. She breathes in the smoke, closing her eyes.

INT. HALLWAY BATHROOM - LATER

Mark installs a HAND-RAIL beside the bathtub, drilling it into the wall. He sits back, examining his handiwork.

He reaches into one of the plastic shopping bags and pulls out some TRACTION PADS. He RIPS THE PACKAGE OPEN.

Mark leans into the tub, applying the THIRD rubber traction pad to the tub basin as Jessie appears in the doorway. She carries two sets of brand-new, plastic-wrapped BED-SHEETS.

JESSIE
Cowboys or rocket ships?

MARK
Lemme see.

She crosses to him, glancing at the tub as he examines the sheet options.

MARK (CONT'D)
You smell like smoke.

JESSIE
(caught)
I didn't know I'd have to go cold
turkey. I'll start the patch
tomorrow.

She SHAKES the sheet options. Mark looks at them, his eyes lingering on the cowboy print for just a moment.

INT. CODY'S BEDROOM - LATER

The ROCKET SHEETS are spread on the child's bed. Beyond that, the room is decidedly neutral. No toys, books, decorations, splashy paint. Just the sheets and a some drapes.

Mark and Jessie take the room in. He looks at her, and she nods. She likes it.

MARK
So that just leaves ...

Jessie sighs.

CUT TO:

INT. DINING ROOM - MOMENTS LATER

CLOSE UP OF A FAMILY PHOTO. A younger MARK, a younger JESSIE, smiling and laughing with:

SEAN, their five year old (at the time) son. He looks just like Jessie. A hand comes into frame, TAKING THE PICTURE OFF THE WALL.

Mark looks down at the framed picture in his hand, taking a moment to savor the memory it evokes before carefully placing the frame in a CARDBOARD BOX -

Which contains several other photos, ALSO FEATURING SEAN.

Beyond him, Jessie pulls down another picture of Sean. It's a shot of him on Halloween, about to go trick-or-treating -

DRESSED AS A COWBOY.

INT. FAMILY ROOM - LATER

As they pull down the pictures of Sean in the family room, Mark notices that Jessie is CRYING A LITTLE. He offers her a small, sad smile, and she tries to offer him one in return.

INT. LIVING ROOM - LATER

The box is nearly full, and we don't see any more pictures featuring Sean -

EXCEPT for a large, framed FAMILY PORTRAIT of the three of them, clearly the work of a professional photographer, hanging above the couch.

Jessie watches as Mark starts to LIFT it off its hooks.

JESSIE

We can leave that one.

MARK

(hesitates)

You sure? Clean slate, and all ...

JESSIE

We can leave that one.

Mark nods. He lets the heavy frame settle back onto its hooks, and steps away from the portrait. He's glad they're leaving it up.

CUT TO:

INT. MASTER BATHROOM - LATE NIGHT

Jessie lets her long, dirty blonde hair out of its pony-tail, and opens the bathroom cabinet, pulls down a bottle of AMBIEN from the well-stocked, well organized medicine cabinet.

She knocks back two pills, and chases them with water.

INT. MARK AND JESSIE'S BEDROOM - LATER

Jessie lies in bed, deep on her own side. Mark leans over for the requisite goodnight kiss. After, Mark turns out the light and Jessie rolls on her back, staring at the ceiling.

CUT TO:

INT. MASTER BATHROOM - DAY

AN OPEN BOX OF NICOTINE PATCHES sits on the counter.

Dressed a little nicer than usual, Jessie holds one of the patches in her hands, looking for a good place to apply it. She frowns, contemplating her upper arm.

MARK (O.S.)
(from downstairs)
They're here!

She SLAPS the patch on, covering it with her sleeve.

INT. FOYER - MOMENTS LATER

Jessie heads down the stairs. Mark is by the front door, peeking outside through the window.

MARK'S POV: In the driveway, Natalie steps out of her car and crosses around to open the passenger side.

MARK
You ready?

JESSIE
I think so.

MARK
Ah, you got this.

Mark OPENS THE DOOR.

EXT. MARK AND JESSIE'S HOUSE - MOMENTS LATER

Cody (now 8, adorable) steps out of the passenger side of the car, clutching an over-sized box of his belongings. Looking at the house, he sees Mark and Jessie emerge onto the front porch, smiling nervously.

He looks up at Natalie for reassurance.

NATALIE
(smiling)
Let's go say hi.

Cody walks toward them, steady and even. As he approaches, Mark and Jessie step forward, smiling.

NATALIE (CONT'D)
Cody, this is Mr. and Mrs. Hobson.

CODY
Good morning.

MARK
Here, let me get that for ya.

Mark reaches out to take Cody's box, and Cody STEPS BACKWARD slightly. Mark waits a beat, looking at the boy's face.

MARK (CONT'D)
(smiling)
Either way. Your call, boss.

Cody looks at him for a moment, and then hands him the box.

CODY
Thank you.

Natalie and Jessie smile at this. Mark turns to set the box down inside the doorway.

JESSIE
Why don't you guys come in? We'll
take a look around.

INT. FOYER - MOMENTS LATER

Everyone steps inside but Cody, who hesitates at the doorway. They turn, watching him as he reaches down, taking off his shoes.

JESSIE
Oh, you don't have to do that.

CODY
Sorry. A carpet can get very dirty
just from shoes.

Mark and Jessie look at each other, and then at Natalie.

CUT TO:

INT. LIVING ROOM - MOMENTS LATER

Four sets of stocking-feet walk into the living room.

JESSIE
This is the living room.

MARK
Which has no TV, so of course we
never use it.

Natalie notices the family portrait above the couch. Cody is glancing around, taking a cursory look at everything.

INT. FAMILY ROOM - MOMENTS LATER

There's a nice HDTV with an X-Box console. Some games and DVDs still in their wrapping. Several other electronics boxes, and brand-new sports equipment - gloves, bats, football, basketball - are at the ready.

MARK

This will be an awesome family room. It's in a transitional phase, but I did get the X-Box hooked up, we can get a Wii if you want. We're not too current on which of those things is the best right now.

Cody soaks it all in with a polite nod and smile, but to Mark's surprise, he doesn't seem too interested.

JESSIE

Whatever you like, we can find it. I think Mark's kind of excited to have somebody to play with.

Cody turns to them and smiles.

CODY

Thank you.

INT. CODY'S BEDROOM - MOMENTS LATER

Cody steps into his room while the others watch from the doorway. The first thing that pops out are the rocket sheets, loud against the otherwise neutral backdrop.

JESSIE

If it doesn't look like much, it's because we wanted you to be able to decorate your room the way you want.

Cody turns to Jessie. His head COCKS to one side, an unfiltered expression of sudden interest. It's endearing.

CODY

Really?

JESSIE

That's right!

Cody turns back to the room. His head COCKS in the other direction as he sees the DRAPES, covered with COLORFUL BUTTERFLIES.

He's drawn toward them, and WE SEE Natalie's wide smile behind him.

MARK

Sorry about those drapes, we were just throwing things in the cart. You can pick out whatever you want.

As Cody reaches up and touches the drapes, smiling, Natalie turns to Mark and Jessie.

NATALIE

Cody collects butterflies.

JESSIE

He does?

CODY

Only for a few days, and then I let them go. Otherwise ...

Cody looks from the drapes to Mark and Jessie with a big smile on his face.

CODY (CONT'D)

I love this room.

Jessie takes Mark's hand, smiling.

INT. LIVING ROOM - MOMENTS LATER

It's time for Natalie to go. She crouches down and leans in toward Cody, touching his shoulders.

NATALIE

I'll be back to check on you. Very soon.

CODY

I know. Thank you.

She gives him a little hug, Mark and Jessie watch. As she stands back up, Natalie smiles. She feels very good about this arrangement.

NATALIE

Okay then, I'll leave you all to it.

MARK

Let us walk you out.

Cody watches as the grown-ups walk toward the door, noting the QUIET CONVERSATION they're having, as Natalie ties up the loose ends.

Once they're out of his eyesight, he turns. His eyes fall on the FAMILY PORTRAIT. He stares at SEAN, wondering who the other little boy is.

CUT TO:

EXT. MARK AND JESSIE'S HOUSE - EVENING

The house is lit up for night. In the upstairs corner, WE SEE the lights come on in Cody's bedroom.

INT. CODY'S BEDROOM - CONTINUOUS

Jessie TUCKS CODY into his bed as Mark watches from the doorway. She's tentative, not sure what to do.

JESSIE

Well, remember, if things feel strange, it's just the first night and we're all in this together.

MARK

We're right down the hall, just knock.

JESSIE

I know that Nat - Miss Friedman - made your school arrangements, but we want you to know, if you want a couple of days to get adjusted, you can have them.

MARK

You don't have to go tomorrow, is all we're saying.

CODY

(thinks)

It's fine. I'll go tomorrow.

Jessie and Mark catch eye contact, both a little impressed.

MARK

All right. Then we'll come in and wake you in the morning.

CODY
Okay. Goodnight Mrs. Hobson.

JESSIE
Goodnight, Cody.

Jessie stands from the bed. She's unsure, does she lean in to hug, or to kiss? After a few moments, she reaches out and pats his shoulder.

JESSIE (CONT'D)
Sweet dreams.

They close the door. He listens as the footsteps retreat, and hears their own door CLOSE.

He waits a beat, to make sure it's clear. Once he feels it is, he HOPS OUT OF BED.

On his hands and knees, he pulls his box out from under the bed. He digs past a couple of NATURE PHOTO BOOKS, a beat-up Viewmaster and a few second-hand toys to reveal:

A STASH of sorts, at the bottom of the box. SODA, two packets of INSTANT COFFEE, numerous CANDIES, several handfuls of SUGAR PACKETS, and a couple dozen PIXIE STICKS.

He pulls out a red Pixie stick, bites off the tip, and pours the sugar down his throat.

He picks out a second Pixie stick and a can of soda, and then retrieves a small FLASHLIGHT and one of his nature books.

Moments later he's UNDERNEATH HIS BEDSHEET, reading by flashlight.

EXT. MARK AND JESSIE'S HOUSE - LATE NIGHT

The house is dark, except for the faint, dancing light inside Cody's bedroom.

DISSOLVE TO:

INT. UPSTAIRS HALLWAY - MORNING

Jessie and Mark's bedroom door OPENS. Mark steps out, bed-head running wild above his puffy eyes. Jessie is a few steps behind him, tying her robe.

MARK
I'll make coffee.

Mark slumps down the stairs as Jessie reaches Cody's door. She reaches for the knob, thinks better of it, and decides to knock. Once, then twice.

JESSIE
Cody? Time to wake up.

She hears nothing, so she opens the door. Inside, the ROOM IS EMPTY, and the BED IS MADE.

INT. KITCHEN - MOMENTS LATER

Mark enters the kitchen, surprised to see Cody SITTING AT THE KITCHEN TABLE, dressed for school and eating a bowl of cereal.

Cody has two more cereal bowls at the ready, and glasses of orange juice.

CODY
I made breakfast.

JESSIE (O.S.)
(from upstairs)
Cody?

MARK
(calling upstairs)
We're down here!

Mark looks at the table as he crosses to the coffee maker.

MARK (CONT'D)
This is awesome. I gotta teach you
how to make coffee.

CODY
I know how to make coffee.

Mark grins.

CUT TO:

EXT. SCHOOL - LATER THAT MORNING

The Prius pulls into the "drop-off lane" along with numerous others outside the rural school. Through the window, WE SEE Cody's enormous YAWN.

INT. MARK'S PRIUS - CONTINUOUS

Cody looks out the passenger window, soaking in the school. Mark leans over from the driver's seat, looking out the window with him.

MARK

What's your favorite kind of pizza?

Cody looks at him, confused.

MARK (CONT'D)

'Cos that's what we'll have tonight when you get back. Celebrate a brave day.

CODY

Pineapple.

MARK

That's a deal, my man.

INT. SECOND GRADE CLASSROOM - LATER

An early 40s, relatively stocky TEACHER has her hand on Cody's shoulder, presenting him at the front of the class. He smiles self-consciously, internally mortified.

TEACHER

So let's all say, "Welcome, Cody."

CLASS

(not in real unison)

Welcome, Cody.

TEACHER

You can take that empty seat, right over -

Cody is already making a bee-line for the desk.

He plops into the chair and looks beside him, where a very pretty little girl we'll come to know as ANNIE smiles and waves hello. He nods, smiling shyly.

TEACHER (CONT'D)

Now let's open our penmanship books, we've got a lot to do before recess.

CUT TO:

EXT. SCHOOL YARD - RECESS TIME

Cody hangs back as kids from all the various grades RUN RAMPANT on the playground. The center of activity is a game of Four Square.

Four kids, surrounding numbered, chalked squares, volley a rubber ball back and forth between them. Cody watches the game, confused.

ANNIE

Do you play Four Square?

Cody TURNS, a little startled to see Annie next to him.

CODY

No.

ANNIE

It's the best.

As Annie heads over to the game, Cody notices -

TATE (8, but bigger than the other kids), cornering one of the smaller KIDS from Cody's class. He smirks, saying something to the kid before SHOVING the kid to the ground.

As Tate walks away, triumphant, the kid picks himself up, looking down at his skinned knee. The kid looks around to see if anyone saw, and Cody quickly looks away, back to the game.

He sees the ball bounce into someone's square, and OUT, eliciting cheers and jeers from the surrounding kids. As the eliminated player steps out of the square, Annie hops in, ready to play.

CUT TO:

EXT. MARK AND JESSIE'S HOUSE - EARLY EVENING

Jessie walks up to the house, still wearing her NURSE'S SCRUBS.

INT. FOYER - MOMENTS LATER

Jessie drops her purse, picking the mail up from the end-table by the door.

JESSIE

Guys? Anybody home?

INT. DINING ROOM - MOMENTS LATER

Jessie steps toward the sliding glass doors, smiling as she sees -

MARK AND CODY, playing Four Square in an improvised chalk court on the back patio. Cody stands in one square, Mark in the other, holding the rubber ball.

She smiles as Mark shows Cody some techniques.

CUT TO:

INT. CODY'S BATHROOM - LATER

Cody sits in the bathtub, looking around. He looks at the tub, a little confused. Next to him are TWO METAL HANDRAILS, and the bottom of the tub is almost entirely covered with traction strips.

Cody lets out a HUGE YAWN, and we see he's EXHAUSTED. He reaches forward and SPLASHES WATER IN HIS FACE.

INT. UPSTAIRS HALLWAY - MOMENTS LATER

Jessie hovers outside the bathroom door, hearing the SPLASHING. She's clearly uncomfortable and nervous.

MARK
(quietly)
He's fine.

She turns, seeing Mark watching her from their bedroom door. She locks eyes with him a moment and then turns, walking away but with no particular idea what to do.

Passing Cody's bedroom door, she decides to go inside.

INT. CODY'S BEDROOM - MOMENTS LATER

On Cody's dresser, a SMALL BUTTERFLY FLAPS ITS WINGS IN A MASON JAR, small holes poked in the metal lid.

Jessie finishes folding a pair of pajamas, leaving them at the foot of the bed for Cody before heading up to pull down the covers.

As she approaches, her foot HITS THE BOX under the bed. She steps back, frowning, and PULLS IT OUT. She looks at it for a moment, she knows she shouldn't, but she's curious so she reaches down to pick it up.

She sets the box on the bed, carefully going through Cody's things. His books, his View Master. Then, a small piece of trash. She picks it out, a PIXIE STICK WRAPPER.

Curious, she moves a few of the contents aside, REVEALING:

CODY'S STASH, though smaller than when we first saw it. Half the sugar packets and most of the sodas are gone.

Jessie frowns, confused and concerned.

CUT TO:

INT. CODY'S BEDROOM - LATER

Mark sits on the bed next to a tucked-in Cody. They're flipping through one of his BUTTERFLY BOOKS together as Jessie watches from the doorway.

MARK
(off picture in book)
What's that one?

CODY
The Blue Morpho.

MARK
Sounds like a superhero. And that's
a cocoon, right?

CODY
That's a Chrysalis.

Mark smiles at Jessie, impressed, but can tell from her face that it's time for bed.

MARK
That's enough for tonight. Get some
sleep, buddy.

Cody closes the book, leaning over his bed to drop it into his box underneath as Mark stands, heading for the door.

CODY
Goodnight!

JESSIE
(to Mark)
I'll be right there.

Jessie steps toward the bed as Mark heads down the hallway. She smiles, sitting down next to Cody. She's clearly conflicted, but feels she has to do this.

JESSIE (CONT'D)
You know, I was straightening up
for you earlier. And I,
accidentally found some of your
treats.

Cody looks a little caught, a little tense.

JESSIE (CONT'D)
It's not that we don't like treats.
It's just that I'm not doing my job
if I let you have a sugar stash
under your bed, you know? I mean,
you don't want to be up all night.

She smiles, trying to play it like it's no big deal. Cody
doesn't smile back.

JESSIE (CONT'D)
Unless that's what they were for?

Cody sighs. He knows he has to say something.

CODY
I don't like to sleep.

JESSIE
I know. But there's nothing for you
to be scared of here.

CODY
(beat)
Yes, there is.

JESSIE
Like what?

CODY
(quiet)
The Canker Man.

JESSIE
The Canker Man?

CODY
He comes when I sleep. So it's
better if I keep him away.

JESSIE
Who is he?

CODY
He eats people.

JESSIE
(can't help a smile)
Well that's no good.

CODY
He ate my mom.

Jessie's smile fades a little. She isn't sure what to say.

JESSIE
You know when I was little girl, I
had a witch that lived outside my
window, and would scratch at it at
night to try to get me.
(off his nervous reaction)
No, don't worry! Because it wasn't
a witch. It was a tree, its
branches were jut a little too long
and they hit the window when the
wind blew. Once I learned that, the
witch never came back. Sometimes,
the scary things go away when you
understand them a little.

CODY
The Canker Man's not like that.

JESSIE
Well, you're in a new home now,
I'll bet he won't even be able to
find you -

CODY
No. He's always with me. He says
so.

Jessie watches him carefully, not sure what to say. She leans
in and kisses him on the forehead.

JESSIE
Try to get some sleep, Cody.

CODY
Okay, Mrs. Hobson.

JESSIE
Wow, that feels weird, doesn't it?
You can call me Jessie. Or -
(she wants to say 'mom')
Whatever you like.

CODY
Okay. Thanks, Jessie.

Jessie stands, giving him a last reassuring smile. She turns and leaves the room, closing the door behind her.

Cody slumps, nervous and defeated.

CUT TO:

INT. FAMILY ROOM - LATER

Mark and Jessie sit on the couch, the TV muted. Mark sips a beer, Jessie looks perturbed.

MARK

You did what you had to do. We can't let him have a sugar stash under his bed.

JESSIE

I know that. But I felt like I was trespassing.

MARK

No, you're parenting.

She nods her head, absorbing that, and then kisses him in gratitude.

CUT TO:

INT. CODY'S BEDROOM - LATER

Time has passed. Cody is exhausted, but paces back and forth in front of his bed. Without his sugar fix, it's only a matter of time.

Barely able to keep his eyes open, he finally succumbs and sits down on the bed. And then LAYS DOWN, eyelids heavy.

CUT TO:

INT. FAMILY ROOM - LATER

Mark nurses a beer, watching late-night TV. Jessie is laid out on the couch, sleeping with her head across his lap.

Mark notices she's asleep, looking down at her with love. He carefully reaches behind him, pulling an afghan off the back of the couch to wrap around her.

He settles back in, bringing the beer to his lips, eyes back on the television, when -

A BUTTERFLY passes between him and the television, flying lazily through the room.

He watches it go by; it's a curiosity. Sky-blue, flapping and gliding, the insect hovers a few feet from the dining room. Mark stares at it, confused, as it FLUTTERS toward the kitchen.

He notices ANOTHER BUTTERFLY. This one is red, and larger, sporting a nearly five-inch wing-span. As it dances in the television light, a third YELLOW BUTTERFLY flutters in a cross-pattern past it.

He stares at them, bemused, and TAPS Jessie on the shoulder.

MARK

Jessie.

She opens her eyes, at least half-way.

JESSIE

What?

MARK

Look at this.

She follows Mark's gaze to -

A HALF-DOZEN BUTTERFLIES, of varying vivid colors, floating through their family room. Jessie sits up, confused.

JESSIE

Is the door open?

As she glances, a DOZEN MORE BUTTERFLIES are filling up the room. Jessie and Mark both stand up, smiling as the insects flutter all around them.

MARK

Do we have any jars?

Mark disappears to the kitchen. Jessie stands in the middle of the room, as the BUTTERFLIES fly all around her.

She tentatively reaches out, and a YELLOW BUTTERFLY lands on her hand. Crawling along her fingers to a stop, FANNING its wings.

She studies it, and SOMETHING IS STRANGE.

The patterns on the yellow wings are very simple, almost TOO CLEAN.

Its body, connecting them, is even simpler. No antennae, no eyes.

And rather than being dusty, the wings are clean like flower petals.

She's broken from her reverie as Mark re-appears with an empty water glass, stalking a bright blue butterfly as it lazily flutters in front of him.

MARK (CONT'D)

Do butterflies normally come out at night? Maybe they're just big, pretty moths.

Mark CATCHES THE BUTTERFLY in his glass, covering the top with his hand. Jessie HEADS TO THE WINDOW, seeing that IT'S OPEN.

Mark watches her as she SHUTS IT. Behind him, WE SEE - though Mark doesn't - the butterflies VANISH into thin air.

MARK (CONT'D)

I need a lid.

Mark glances around, and spots a COASTER ON THE TABLE. He bends down, trying to figure out how to maneuver it to the glass without releasing the bug. But when Mark looks down at the glass -

IT'S EMPTY.

MARK (CONT'D)

The hell?

Jessie looks around, confused. All of the butterflies are gone.

They both HEAR FOOTSTEPS ON THE STAIRS. They turn, looking toward the stairs, as Cody steps into the room, rubbing his eyes.

CODY

I'm sorry.

MARK

Aww, Cody, you just missed something crazy.

JESSIE

What are you doing up?

CODY

(beat)

I had one of my dreams. I'll try
not to do it again.

They both blink at him.

JESSIE

Don't be silly! Let's get you back
to bed.

Jessie takes Cody by the shoulder, to lead him back upstairs.
Mark looks at his empty drinking glass, confused.

CUT TO:

INT. SECOND GRADE CLASSROOM - AFTERNOON

The entire class DRAWS with crayons at their desks, chatting
away. It's Arts & Crafts time.

Cody leans on his desk, using the crayons to draw large,
colorful BUTTERFLIES. He works to color his latest creation a
bright ORANGE.

Annie, beside him, glances over at his work.

ANNIE

That's pretty.

CODY

It's a Monarch.

ANNIE

Don't they have, um -

Annie holds fingers to her head, mimicking "antennae." Cody
looks at her, then his drawing. He had never thought about
it.

CODY

I guess so.

Annie reaches over with her brown crayon, and carefully draws
antennae on the butterfly. Cody watches her, smiling, when -

SOME COMMOTION FROM THE CLASS, some murmurs and hushes, as
Tate is LED INTO CLASS by the VICE-PRINCIPAL (50's, stern).
The teacher CROSSES HER ARMS, staring at him and frowning.

TEACHER

Oh, thank God. Where was he this
time?

VICE-PRINCIPAL

The maintenance shed. Which will be
locked from now on.

Tate breaks the hold and walks back to his seat, scowling.

TEACHER

Oh, no. Not your seat. You know
where you're going.

Without saying a word, Tate heads toward the back, where a
single chair is POINTED AT THE CORNER. His path takes him
RIGHT BY CODY, who keeps his head down as the bully passes
him.

CUT TO:

EXT. PLAYGROUND - LATER

Cody looks at the chalk number ONE by in his square. He's
immersed in a Four Square game, surrounded by little
spectators. As he HITS THE BALL, perfectly replicating the
move Mark taught him, it lands in another square, and
ricochets out of bounds.

CHEERS FROM THE KIDS as another player is knocked out. Annie
and another KID each move up to take squares TWO and THREE.

ANNIE

You're really good at this!

CODY

(smiles)

The trick is to aim for the
corners.

The ball is thrown back to Cody, who is too busy talking to
Annie to realize TATE has stepped into the vacant square.

Cody bounces the ball to Annie, who hits it to the third KID,
who SWATS IT back at Cody. Cody pivots and SPIKES THE BALL
into the fourth square -

Where TATE GLARES AT HIM, PISSED OFF. Instead of cheering,
the spectators HUSH. Cody stares into Tate's eyes, realizing
that he's just knocked the Bully out of the game. Tate SHOVES
Cody back.

TATE

Re-serve. I wasn't ready.

ANNIE

You're out, Tate!

Tate turns to Annie, stepping toward her.

TATE
Shut your mouth or I'll shut it for
you, *Annie the Fanny* -

CODY
I'll re-serve.

Tate glares at Cody, marking him. And even as he offers up an easy serve, Cody can tell he's now on the bully's list.

CUT TO:

INT. KITCHEN - LATER

Mark and Jessie do the dishes after dinner. Jessie's almost to the end of the dish pile.

JESSIE
Is this everything?

MARK
I'll do a sweep.

INT. DINING ROOM - MOMENTS LATER

Mark checks the dining room, all dishes are clear. But past him, out in the living room, he can see Cody standing before the family portrait of Mark, Jessie and Sean.

Mark catches his breath, not sure what to do. He looks back into the kitchen, where Jessie is still rinsing dishes.

INT. LIVING ROOM - MOMENTS LATER

Cody is looking at the portrait, head cocked to one side, as Mark approaches.

MARK
Hey, you okay?

CODY
(staring at Sean)
Who's that?

MARK
Well. That's our son, Sean.

CODY

Oh.

(beat)

Where is he?

MARK

He's, uh ...

JESSIE

(from behind)

He's in heaven.

Mark turns, surprised to see she's joined them.

CODY

That's where my mom is.

JESSIE

(changing the subject)

What was she like?

CODY

I don't remember her.

(beat)

How did Sean go to heaven?

Mark looks at Jessie, fearing her reaction. Jessie takes a breath, steps toward them.

JESSIE

We wish he didn't. Just like I'm
sure you wish your mom didn't.

Cody looks into Jessie's eyes, sensing her sadness. He thinks, trying to come up with something comforting to say.

CODY

He looks fun.

JESSIE

(manages a smile)

He was. He was fun.

Jessie locks eyes with Mark, this is hard for both of them. Cody turns back, staring at the portrait.

CUT TO:

INT. FAMILY ROOM - LATE NIGHT

Just as before, Mark nurses a beer on the couch, watching late night TV, as Jessie is sprawled out, asleep with her head in his lap.

Mark is starting to fade. His eyes slowly CLOSE, his head drifting downward until - HE SNAPS UP. Blinks. It's time for bed.

He glances down, carefully placing the empty beer bottle on the table, when -

A BUTTERFLY FLUTTERS PAST HIM.

MARK

Son of a ...

He watches as the butterfly is JOINED BY ANOTHER.

Mark looks down as a third butterfly lands on his remote control, it's ANTENNAE twitching playfully at him.

Mark TAPS Jessie's shoulder, and she groggily opens her eyes.

MARK (CONT'D)

Guess who's back.

Jessie sits up, blinking.

JESSIE

Seriously?

Mark STANDS, watching as a few flutter toward the foyer. Jessie rubs her eyes and glances in the other direction, toward the dark foyer. SHE FREEZES.

MARK

Where the hell are they coming from?

Suddenly Jessie's hand GRABS MARK'S FOREARM, TIGHT. So tight, in fact, that her nails start to DIG INTO THE SOFT FLESH of his arm.

MARK (CONT'D)

Ahh, hey!

Mark stops when he sees her face. Her eyes are wide, STARING in UTTER DISBELIEF. He follows her gaze, and sees:

SEAN.

Standing in the corner of the room, dressed exactly as he was in the portrait. Face frozen in the same smile.

Mark GASPS.

As the BUTTERFLIES dance all around them, "Sean" GLIDES forward, his legs not moving as he seems to FLOAT IN THEIR DIRECTION.

As it nears, we realize that this image of Sean is identical to the portrait in EVERY way. The clothes, the expression, and even the lack of movement - he is STATIC, FROZEN.

JESSIE BREAKS DOWN as the boy nears, tears streaming down her face.

As the smiling image of Sean drifts closer to them, Jessie pulls herself forward, reaching out to him in disbelief. Her fingers stretch toward his shirt -

AND BRUSH AGAINST THE FABRIC. IT'S REAL.

Jessie SCRAMBLES from the sofa, DROPPING to her knees. Mark REACHES for her protectively, as if to pull her back, never taking his eyes off the image of Sean.

Jessie PUSHES Mark's hand away, CRAWLING forward until she's inches away from Sean's smiling face.

She reaches out, touching his hand, and SEAN STOPS MOVING. She reaches up with her other hand, and TOUCHES HIS FACE. Sean turns toward her, smiling his frozen smile.

JESSIE
(overwhelmed)
It's him.

Mark steps toward them, tears in his eyes. He drops down to one knee, reaching out. As he touches the boy's shoulder, HE GASPS.

INT. DINING ROOM - CONTINUOUS

From the dark dining room, SOMETHING IS WATCHING THEM as they huddle on the living floor, gawking at the image of Sean. It's a DARK SHAPE, peering at them from the shadows.

We can faintly hear its WHEEZING, RASPY BREATH.

INT. LIVING ROOM - CONTINUOUS

The butterflies circle around them. Mark begins to cry, staring in disbelief. Jessie PULLS Sean toward her, beaming through her tears, pulling him to EMBRACE HIM -

WHEN HE SUDDENLY DISAPPEARS.

There's a RUSH OF AIR from the displacement, and Jessie PITCHES forward, catching herself at the last second.

She spins around, eyes wide, desperately searching, BUT SEAN IS GONE.

Mark looks around. No butterflies, no Sean. He starts shaking his head "no," in total disbelief.

Behind them, they HEAR FOOTSTEPS coming down the stairs. They both turn, staring, eyes wide as -

CODY reaches bottom step. He rubs his eyes, looking up at them regretfully.

CODY

I'm sorry.

They both just stare at him, mouths agape.

Cody passes them, heading toward the kitchen. They watch him as he opens refrigerator, retrieving a Coke.

He opens it and takes a deep gulp, and then heads back to the stairs.

CUT TO:

INT. CODY'S BEDROOM - LATE, LATE NIGHT

Cody sits up in bed, wide awake. Regretful. He sighs, looking down at the Coke bottle in his hand, sad.

Even up here, he can faintly hear JESSIE CRYING downstairs.

INT. FAMILY ROOM - CONTINUOUS

Jessie is still on the carpet, WEEPING as Mark holds onto her. She clutches at him, unable to control the flood of emotions.

As Mark holds onto his wife, listening to the GRIEF POURING OUT OF HER, he stares straight ahead. Blank. SHELL-SHOCKED.

CUT TO:

INT. MASTER BEDROOM - MUCH LATER

The crying has stopped. Mark and Jessie lie in bed, both wide awake, both staring at the ceiling in silence. Lost in their own heads.

Jessie turns, her puffy eyes noticing that, through the blinds, THE SUN IS STARTING TO RISE.

CUT TO:

INT. KITCHEN - MORNING

Mark, Jessie and Cody sit at the table, all lost in their own minds. Each completely exhausted, both physically and emotionally.

Cody eats his oatmeal. Mark nibbles at his. Jessie only stares at hers.

MARK
(off Jessie's blank
expression)
I can drop Cody off, and go in a
little early.

Cody looks over at Jessie, who blinks, making an effort to tune into the conversation.

JESSIE
No. No, I can do it.

CUT TO:

INT. JESSIE'S PRIUS - LATER

Jessie drives Cody to school. He looks out the passenger window, and Jessie slowly turns to LOOK OVER AT CODY. She's coming out of her head, and her attention is turning to HIM.

She carefully watches the boy as he looks out the window, her mind working.

EXT. SCHOOL - LATER

The Prius makes its way to the head of the "drop-off" line. Cody opens the door, grabbing his backpack from the floor.

Before he steps out of the car, he turns to Jessie. He wants to say something to her, but isn't sure what.

CODY
I hope you have a good day, Jessie.

JESSIE
(smiles carefully)
You, too.

She watches as he shuts the door, heading off into the school. Her smile fades.

CUT TO:

INT. CODY'S BEDROOM - DAY

Mark sits on Cody's bed. He's holding Cody's BUTTERFLY BOOK in his hands, flipping slowly through the pages. He stares at the COLORFUL BUTTERFLIES on the pages. Blue, red, yellow ...

He looks up to the dresser, where a small butterfly FLAPS for a moment in the mason jar. In front of the butterfly print blinds.

INT. LIVING ROOM - LATER

Jessie stands in the center of the room, staring at the FAMILY PORTRAIT in silence.

She stares at Sean's clothes, at his expression. How every detail of the vision they saw matches what is in the portrait.

She HEARS FOOTSTEPS ON THE STAIRS, and turns as Mark steps into the room. He's holding Cody's BUTTERFLY BOOK IN HIS HANDS.

He looks down at it, gesturing to it feebly. Barely able to believe, much say out loud, what he thinks it means.

INT. KITCHEN - LATER

Jessie and Mark lean across their kitchen counter, hovering over her CELL PHONE, which is set to SPEAKER.

NATALIE (O.S.)

(on speaker)

I'm thrilled you called, I was
going to check in with you guys.
How's it going?

Jessie looks at Mark, trying to figure out how to ask what they want to ask.

JESSIE

Yeah, it's - he's a special kid.

(beat)

In fact. He's really ... did any of
his other foster parents ever, um,
report any ...

She looks at Mark for help. He shakes his head, useless.

NATALIE (O.S.)

(beat)

Hello?

JESSIE

Any predilection toward music?

Mark buries his face in his hands. She SMACKS HIM, "help me!"

MARK

Or ... sports?

NATALIE (O.S.)

Oh hi, Mark. I didn't realize you were on ... Not specifically, but you should feel free to encourage all his interests. Or explore it with him, I'd say.

(beat)

Is that the only reason why you called?

JESSIE

(fast)

We appreciate it! Have a nice day!

She punches the "hang-up" key on her phone.

JESSIE (CONT'D)

Okay, you were right. That was a stupid idea.

MARK

"Predilection for music?"

JESSIE

(mocks his voice)

"Or sports?"

For the first time since we've met them, they laugh together.

INT. LIVING ROOM - LATER

Mark and Jessie stand together in front of the family portrait. They stare for a few moments in silence. Mark chuckles, shaking his head in genuine amazement.

MARK

It's just. Not. Possible.

JESSIE
(beat)
But here we are.

Neither one of them can explain what they experienced, and we see the impact it had in their faces as they look at Sean's image.

JESSIE (CONT'D)
I wish we could have heard his voice.

CUT TO:

EXT. SCHOOL - AFTERNOON

Cody and Annie walk out of the front doors together. We see them at a distance and can tell they're talking, having fun.

As Cody heads for the pick-up spot, he glances up and sees:

Jessie, leaning against her car, holding two MILK SHAKES and smiling at him.

CUT TO:

INT. KITCHEN - LATER

Mark looks over as Cody steps into the kitchen, loudly sucking the last of the milk shake through his straw. Jessie is next to him, smiling as she does the same.

Mark is putting a large PIZZA BOX down on the table.

MARK
There they are! Who wants to set
the table for a pizza party?

Mark opens the box, and Cody grins at the PINEAPPLE PIZZA on the table.

CUT TO:

INT. FAMILY ROOM - LATER

Cody and Mark are on the floor, playing a mini-version of Four Square, bouncing a ball back and forth. Every time Mark sends it over, Cody bats it back to him, giggling.

MARK
All right, you got that down!

CODY

I was in the One Square for the whole recess today.

MARK

You keep it up, you'll go pro.

Jessie APPEARS in the doorway, locking eyes with Mark. He looks at her for a moment, still smiling, but glancing down at the HOME-BURNED DVD in her hand.

JESSIE

So guys, I was cleaning upstairs and you won't believe what I found.

CODY

What?

JESSIE

Our Christmas DVD!

Mark sits up, keeping his eyes on her. He's not sure what this is all about.

JESSIE (CONT'D)

Cody, do you want to see where we used to live?

They both look over at Cody.

CODY

(smiles)

Sure!

THE TV CLICKS ON. THE DVD TRAY CLOSES.

Jessie and Cody sit on the floor in front of the couch. Jessie points the remote. A few feet behind them, Mark sits on the couch, watching as the DVD STARTS PLAYING.

He glances toward Jessie, a question in his eyes, but she seems to avoid making eye contact with him.

ON SCREEN: A large living room on CHRISTMAS MORNING. It's still dark outside the windows. The Christmas Tree is lit up, sparkling with tinsel and ornaments. Presents are piled high beneath. The handheld home video camera pans down to the empty plate of COOKIES and drained MILK GLASS.

As Cody watches the footage, Jessie watches him.

JESSIE

(to Cody)

When was the last time you had a real Christmas, Cody? You know, the works?

CODY

I don't know.

JESSIE

Well, you will this year. We do it right.

ON SCREEN: The camera pans over, showing Then-Mark lighting a Dura-Flame log in the fireplace. He's in his pajamas.

On the couch, Mark smiles at the memory. Jessie leans toward Cody as he watches.

JESSIE (CONT'D)

We had two fireplaces in that house. So, we never knew which chimney Santa would use.

ON SCREEN: Then-Mark looks up, hearing FOOTFALLS from upstairs.

MARK

(on screen)

Oh, he's coming.

The camera pans over, pointing at the STAIRS as:

Sean BOUNDS DOWN THE STAIRS, eager for Christmas morning. As he steps into the room he stops, his face LIGHTING UP in an expression of pure joy as he sees the tree and the presents.

JESSIE (O.C.)

(on screen)

Merry Christmas, baby!

SEAN

(on screen)

Wow! He came! He came!

The camera JUMP CUTS to:

SEAN TEARING OPEN PRESENTS by the tree, tossing the paper behind him as he does. HE PICKS UP A NEW PRESENT, TURNING IT OVER IN HIS HANDS.

SEAN (CONT'D)

(on screen)

I think it's a train!

JESSIE
 (on screen)
Why, did it whistle?

MARK
 (behind the camera)
*Did Sean want a train? I don't
 remember saying anything to Santa
 about a train.*

Sean looks up, worried.

SEAN
 (on screen)
*I put it in the note. The note was
 with the cookies. He saw it!*

*Sean RIPS open the present, and it is a TRAIN. He HOLDS IT
 UP, BEAMING for the camera.*

JESSIE
 (on screen)
A train! Santa knew!

Jessie TURNS AWAY from the television, LOOKING OVER HER
 SHOULDER at Mark, a twinkle in her eye. He manages a small
 smile, but as Jessie turns back to the television, we see
 that Mark is growing increasingly UNCOMFORTABLE.

*ON SCREEN: Jessie is at the foot of the tree with Sean,
 TICKLING HIM as he giggles.*

SEAN
 (on screen)
Stop it!

JESSIE
 (on screen)
I found your tickle! There it is!

*Jessie scoops him up, squeezes him until they're nose to
 nose, and gives him an ESKIMO KISS.*

IN THE PRESENT:

Jessie leans in to Cody, making sure he sees the way she and
 Sean are cuddling on screen.

JESSIE (CONT'D)
 (to Cody)
*He used to love giving me Eskimo
 kisses. See how he does that?*

Behind them, Mark shifts uncomfortably as he watches them stare at the television.

This feels wrong.

CUT TO:

INT. CODY'S BEDROOM - LATER

Jessie tucks Cody into bed, noticing as he STIFLES A YAWN.

JESSIE
That's right, you didn't get much
sleep last night.

Cody looks at her, a little uncomfortable. She reaches out, brushing a stray hair from his forehead.

JESSIE (CONT'D)
Cody, in this house, it's okay for
you to relax. You're home. It's
important for you to sleep. We want
you to.

Cody watches her, uncertain. Jessie smiles reassuringly.

CUT TO:

INT. LIVING ROOM - MOMENTS LATER

Mark sits on the couch, beer in hand. Brow slightly furrowed, lost in thought.

Jessie steps off the stairs and into the room, eager.

JESSIE
Three yawns! I think he's gonna go
down. I'm gonna put on some coffee.
You want some?

MARK
Sure.

She turns to the kitchen, nervous and a little excited. He watches her go, frowning.

MARK (CONT'D)
That DVD ... ?

JESSIE
I'm just ... testing a theory.
That's all.

CUT TO:

INT. LIVING ROOM - LATER

Some time has passed. Jessie runs her fingers around the rim of her empty coffee cup. She looks frustrated, and more than a little let down. Her impatience is starting to take over.

Mark is fading after his beers, lying on the floor with his legs up on the couch. Zoned out.

Jessie looks up at the ceiling, annoyed. Finally, she stands up.

JESSIE
I'm putting on another pot.

Mark sits up, watching her carefully.

MARK
Let's call it a night.

JESSIE
He's too tough for his own good. He
needs to sleep, he *needs* to.

MARK
(beat)
You sure this is about him?

JESSIE
What's that supposed to mean?

Mark pulls himself to his feet, yawning.

MARK
We should head up, Jess. This was
crazy.

Jessie looks at him, not wanting to accept that.

JESSIE
I'm making another pot.

MARK
Okay. I'm going to bed.

Mark turns, heading for the stairs, when he STOPS.

He looks, not quite being able to process what he's seeing.

In the corner, only a few feet away, is:

A CHRISTMAS TREE. Just like the one from the video, only brighter. More colorful, more perfect somehow.

INT. KITCHEN - CONTINUOUS

Jessie stands at the sink, filling the coffee pot with water. As she turns off the water she hears:

MARK (O.S.)
(from other room)
Jess ... ?

She turns, just in time to see a BUTTERFLY pass by the living room doorway.

She catches her breath, EXCITED, and drops the coffee pot into the sink.

INT. LIVING ROOM - CONTINUOUS

As Jessie steps into the living room, a smile spreads across her face.

It's Christmas. The tree is up, there's an otherworldly fire burning where there is no fireplace, but nothing around it is being singed.

What at first look like GLOWING BUTTERFLIES flutter lazily in the air. Jessie reaches out to SCOOP ONE UP in her hand. She catches one, examining it:

Instead of an insect body between the bright wings, it's a GLOWING CHRISTMAS LIGHT.

She releases it, laughing a little in amazement.

She looks up and sees Mark holding out his hand, where another one of the LIGHT-ERFLIES has landed. He looks up at her, and can't help a fascinated smile.

Suddenly, they hear FOOTSTEPS ON THE STAIRS.

They turn, watching with anticipation as -

SEAN STEPS OFF THE STAIRS and into the room, just like in the video. His face LIGHTS in pure childhood joy as he soaks in the tree, and the presents.

JESSIE'S HEART LEAPS, a smile bursting onto her face, followed by tears.

Mark approaches her, and carefully reaches out to hold his wife. She never takes her eyes off Sean.

SEAN
He came, he came!

The voice is PERFECT. Jessie wells up, overcome, and tentatively TAKES A STEP TOWARD SEAN, WHEN -

POOF! SEAN IS GONE.

Jessie panics momentarily, but then hears THE TEAR OF WRAPPING PAPER.

They turn quickly, toward the sound, and see that SEAN IS NOW UNDER THE TREE. He LIFTS UP A PRESENT.

SEAN (CONT'D)
I think it's a train!

Jessie chokes up, remembering her line. She steps forward, relishing the chance to say it again.

JESSIE
Why? Did it whistle?

Mark takes a step toward him, watching in fascination. He's so lost in the moment that he forgets to deliver his line. "Sean," however, continues without missing a beat.

SEAN
I put it in the note! The note was with the cookies! I saw it.

Sean RIPS the present open, tossing the paper aside. Mark watches as the WRAPPING PAPER hits the floor -

And TRANSFORMS into a half-dozen of the LIGHT-ERFLIES, which flutter lazily into the air. He watches the glowing things dance around in front of him.

Mark turns back and sees Jessie is now holding onto "Sean," tears of joy flowing. The boy leans up, going nose-to-nose with Jessie. Starting to give her the ESKIMO KISS.

Mark watches, something nagging at him inside. He has a hunch, his mind working, and finally calls out -

MARK
Cody?

"Sean" pauses. He slowly turns, LOOKING AT MARK. As he does, he COCKS HIS HEAD TO ONE SIDE, just like Cody.

He and Mark stare at each other. Jessie reaches up to try and get him to finish their Eskimo kisses, but -

POOF. "SEAN" IS GONE.

Jessie sits up. Looking around. THE TREE AND LIGHT-ERFLIES ARE STILL THERE, SO CODY MUST STILL BE SLEEPING.

JESSIE
(to Mark, accusing)
What'd you do?

Suddenly, SEAN APPEARS ON THE BOTTOM OF THE STAIRS again, stepping into the room. His face lights up, just like before. The scene is beginning again.

SEAN
He came! He came!

Jessie beams, relieved. Arms outstretched.

JESSIE
Merry Christmas, baby!

Mark watches, officially concerned.

CUT TO:

INT. UPSTAIRS HALLWAY - CONTINUOUS

WE HEAR the giggling sounds coming from downstairs. But there's another sound up here ...

A STRAINED, WHEEZING BREATHING. RASPY.

We realize that there is a FIGURE IN THE DARK HALLWAY, standing still in the shadows, making those noises. After a few moments, it STEPS FORWARD.

The floor CREAKS as the figure LURCHES down the hallway. We can't see much of it, it's too dark, but we sense that it is tall and gaunt, almost emaciated.

It's heading for CODY'S BEDROOM.

INT. CODY'S BEDROOM - CONTINUOUS

Cody's door CREAKS OPEN, revealing the thin, creepy silhouette of the figure in the hallway.

Cody doesn't stir as a shadow CREEPS over Cody's sleeping form, the shadow finally even covering Cody's face as his eyes DANCE BEHIND THEIR LIDS.

The figure LEANS DOWN toward the sleeping child, its RASPING BREATH sounds filling the room.

It reaches toward Cody with impossibly LONG, BONY FINGERS draped in sallow, pale skin.

The wheezing face lowers toward Cody, ONLY INCHES AWAY NOW, and CROAKS:

CANKER MAN
(a grating whisper)
I am always with you -

CODY'S EYES FLY OPEN.

He BOLTS UPRIGHT IN BED, EYES WIDE WITH TERROR.

CUT TO:

INT. FAMILY ROOM - CONTINUOUS

Jessie sits on the suddenly empty living room floor. Christmas is over. The tree is gone, the butterflies gone. And of course, Sean is gone.

But she's okay with that this time. She sits in the spot where the tree just was, a distant, content smile spreading across her face. She's still lost in the high of the moment, even though she's sad to see it end.

She looks up at Mark, with tired but happy eyes.

JESSIE
Ready for bed?

Mark looks back at her. He doesn't know what to say, but we can feel his concern coming off him in waves.

DISSOLVE TO:

INT. CLASSROOM - THE NEXT DAY

The Teacher works at her desk, occasionally glancing up at the students while they indulge in ARTS & CRAFTS time. Most of them are drawing, a few are reading. Tate glares up at the ceiling.

CODY scribbles on his drawing pad with a BLACK CRAYON.

WE SEE that what he draws is a BALD, GAUNT FIGURE, bony but with sags in the skin; its thin face adorned with DARK PITS for eyes, and a GAPING MOUTH.

As he finishes the drawing, he suddenly GRINDS black crayon all over it, scribbling it and obliterating it as best he can.

He discards it on to a pile of several other crumpled drafts. After a moment, he begins to draw the creature again on a fresh piece of paper.

At the desk next to him, ANNIE GLANCES OVER to see what he's doing.

ANNIE
What is that?

CODY
(whispers)
Canker Man.

He goes back to his drawing. Perplexed, Annie quietly gets up and slips over to his desk.

She watches as Cody draws the gaunt, pale face, with its dark pits for eyes. Cody can feel her watching, and stops drawing for a moment, trying to find a way to explain.

CODY (CONT'D)
(whispers)
Sometimes if I do this, it keeps
him away.

Annie looks at the picture. Grimaces a little.

ANNIE
Ick.

As he finishes, he grabs the black crayon and smears this one out as well.

CUT TO:

INT. FOYER - LATER

Mark and Cody walk in the front door, both looking dog-tired. They make it a few steps in, and then Mark STOPS COLD. He looks around the foyer.

THE PICTURES OF SEAN ARE BACK ON THE WALLS.

Cody sees them too, and is confused. He turns, looking up at Mark and seeing his SURPRISE AND CONCERN. Mark is disturbed by what he sees, and that disturbs Cody.

JESSIE (O.S.)
(calls from kitchen)
Boys! Welcome home!

INT. KITCHEN - MOMENTS LATER

Mark steps in, eyes slowly scanning the re-hung Sean pictures in this room as well. Jessie stands at the stove, finishing dinner.

JESSIE
I made lasagna!

She turns to Cody with a smile.

JESSIE (CONT'D)
Go wash your hands for dinner.

Cody vanishes, leaving Mark and Jessie looking at each other. She watches him as he scans the room, his eyes then coming to rest on her. She can see the question in them, and the disapproval.

Jessie just looks back at him, unflinching.

MARK
Are we going to talk about this?

Cody comes back in with clean hands. Jessie looks at Mark for a moment, letting that be her answer, and then turns to the boy.

JESSIE
(to Cody, smiling)
Why don't you set the table and
tell me all about your day.

CUT TO:

INT. CODY'S BEDROOM - NIGHT

Cody sits up in bed, not moving. After a few moments he rises and goes to the bedroom door. He presses his ear against it, LISTENING.

SILENCE.

He crosses to his closet, quietly opening it up. He pulls out one of his SNEAKERS, and TILTS IT, holding it upside down until -

SEVERAL SUGAR PACKETS TUMBLE OUT, landing in his hand.

CUT TO:

INT. LIVING ROOM - CONTINUOUS

Jessie paces, and Mark frowns as he watches her. He glances nervously at the Sean pictures that are back on the wall while Jessie looks at her watch, annoyed.

JESSIE
God, come on already.

She starts pacing again. Mark watches her, troubled.

JESSIE (CONT'D)
If he's having trouble sleeping,
maybe we should get him something
to help. Maybe start with Tylenol
PM, and I can get him a script for
Zolpiden if that doesn't cut it.

MARK
What's Zolpiden?

JESSIE
Pediatric Ambien. Sleep deprivation
is serious, Mark.

MARK
I don't think that's the problem.

JESSIE
He needs a regular sleep schedule.
That's not me talking, that's
AACAP.

She looks up at the ceiling, impatient and aggravated.

JESSIE (CONT'D)
Come on, goddamn it! Or I'll just
grind up one of my Ambien -

MARK
Okay.

He's had enough. Mark crosses the room and begins REMOVING
SEAN PICTURES FROM THE WALL.

She stares at him, incredulous.

JESSIE
What're you doing?

MARK
This is wrong, Jess.

JESSIE
What's wrong with remembering our son?

MARK
Nothing. But that's not what this is.
(beat, realizing)
It's abuse.

JESSIE
Excuse me?

MARK
It felt wrong the second you put in that DVD, and it hasn't felt right since. He's feeling it too, I think.

Jessie blinks, taking in what he's saying. She's shocked, and her anger is rising.

JESSIE
Abuse? How dare you.

MARK
(pointing at the ceiling)
We promised to care for *that* kid.
Not use him like a home movie projector.

JESSIE
All I do is care for people. I care for people for a living. And that child needs to sleep, that's fact. If that also helps us ... *heal*, then what's the harm?

MARK
This isn't healing.

JESSIE
Don't tell me it didn't do for you exactly what it did for me.

MARK

That's what scares me.

Jessie stares at him, not believing he feels this way. She's hurt.

JESSIE

If you want to go to bed, go to bed.

MARK

(softer)

Jessie ...

JESSIE

I'm staying here and waiting for Sean -

MARK

It's not him, honey.

JESSIE

You are not taking him away from me again!

The word hits Mark like a punch.

MARK

Again? Again?!

Jessie realizes what she said, but can't backpedal. She stares at him, not sure what to say next.

He swallows hard on his words, stopping before he'll say something he regrets. He glares at her, and finally TURNS, storming out.

INT. UPSTAIRS HALLWAY - CONTINUOUS

Cody stands at the top of the stairs, where he's been listening to the fight. He STEPS BACK when he sees Mark pass below him, violently GRABBING pictures off the wall as he goes.

INT. FAMILY ROOM - MOMENTS LATER

Jessie sits on the couch, very still, hands folded before her.

She FLINCHES as she hears Mark LOUDLY PULLING PICTURES DOWN in the other room. Patiently, stubbornly, she HOLDS HER GROUND, waiting for Sean.

INT. CODY'S BEDROOM - MOMENTS LATER

Cody sits upright in bed, holding his butterfly in a jar like a talisman, willing himself to stay awake.

CUT TO:

INT. JESSIE'S PRIUS - MORNING

Jessie drives Cody to school. She's tired, quiet, haggard. She looks over at him as he lets out a HUGE YAWN.

JESSIE
(frowning)
That's because someone didn't sleep
last night.

Cody looks up at her, sensing that she's annoyed about that. Jessie stares straight ahead, unsmiling. After a few moments Cody just looks down at the jar, focusing on the butterfly.

EXT. SCHOOL - LATER THAT MORNING

Children funnel their way up the steps and into the school, ready to start their day. Cody walks toward the steps, clutching his butterfly jar tightly as he does, distracted and a bit forlorn.

That is, until he sees Annie by the front door, waiting for him. She smiles, and Cody RELAXES a little, smiling back. But as he heads up the steps, a hand suddenly comes from behind, and:

SMACKS THE JAR OUT OF CODY'S CLUTCHES.

The jar HITS the ground and SHATTERS. Cody watches, mouth hanging open in surprise, as the butterfly FLIES AWAY.

Cody turns, directly into the smug, smirking face of TATE. SNEERING. PROUD.

Cody SNAPS. He SHOVES Tate backward. Surprised, Tate STUMBLES on his feet and GOES DOWN HARD, hitting the pavement.

Several KIDS stop, shocked by what they see.

From the ground, Tate glares up at Cody. Cody blinks, not sure what to do now. As Tate starts to pull himself to his feet, Cody TAKES OFF RUNNING into the school.

Annie watches him go, glaring at Tate as he pulls himself up and.

ANNIE
You started it, Tate.

Tate smiles at her, and walks inside.

CUT TO:

INT. CLASSROOM - LATER

The Teacher is at the front of the desk, writing on the chalkboard as she DEMONSTRATES PENMANSHIP, tracing large letters for the kids to copy.

At his desk, Cody's HEAD STARTS TO FALL, but he SNAPS UP, AWAKE. He SHAKES IT OFF. Annie notices.

She watches Cody DIG HIS FINGERNAILS INTO HIS FOREARM until it HURTS, letting the pain WAKE HIM UP even more. He pulls his hand back, leaving a series of RED FINGERNAIL MARKS on his forearm.

She stares, confused and concerned.

Completely exhausted and running out of ideas, Cody looks around the classroom helplessly. He stops as he sees TATE STARING AT HIM from the back row, eyes BURNING WITH HATE.

CUT TO:

INT. CLASSROOM - MIDDAY

THROUGH A WINDOW, Cody's exhausted eyes watch the OTHER CHILDREN play outside. He's focused on TATE, lingering a few feet from the window, staring back at him. WAITING FOR HIM.

TEACHER
It's fine this time, but if you're not feeling well enough for recess, you should visit the Nurse's room.

CODY
No. I'll be okay. Can I just stay here?

TEACHER
I need to step out, for just a few minutes. You'll be okay here on your own?

Cody forces up a return smile, difficult on his tired face.

CODY

Sure.

The teacher leaves the classroom, turning off the light behind her out of habit.

Cody looks back to the window. TATE IS GONE, no longer peering at him. He relaxes a little.

He lets his head rest back for just a moment, his exhaustion getting the better of him, his eyes getting heavy ... HE SNAPS HIS HEAD FORWARD as he feels himself slipping into sleep.

Sitting up in his seat, stretching, he leans forward, resting his head on his hands. He's trying, but it's a lost cause. His forehead DIPS toward his forearms, he's FADING AWAY ...

When his head finally rests, WE REVEAL:

TATE, AT THE WINDOWS NOW. STARING AT HIM, GRINNING.

EXT. PLAYGROUND - MOMENTS LATER

Annie, waiting on line for her turn in the Four Square game, NOTICES TATE WALK INSIDE.

INT. SCHOOL HALLWAY - MOMENTS LATER

Tate stalks down the hallway, glancing each way to make sure no one is around. No one is, and he heads toward the classroom door.

INT. SECOND GRADE CLASSROOM - MOMENTS LATER

Tate enters, noticing but not caring as a grey, color-less MOTH flutters over his shoulder.

CODY'S EYES START TO DANCE BEHIND THEIR LIDS.

Tate advances, smirking, eyes on Cody as he sleeps. Not caring as more of the gray moths dance through the air.

INT. SCHOOL HALLWAY - CONTINUOUS

Annie re-enters the school, headed toward the classroom.

INT. SECOND GRADE CLASSROOM - MOMENTS LATER

Closing the distance between himself and Cody, Tate SMIRKS. He moves closer, enjoying it, only a few feet away now ...

He STOPS. He suddenly realizes there's ANOTHER BOY IN THE CLASSROOM, a boy who WASN'T THERE WHEN HE WALKED IN. Sitting toward the back. Looking up at him. GLARING.

IT'S SEAN.

Tate stares, confused when -

He becomes aware of WHEEZING, RASPING BREATHING coming from behind him.

He turns.

Between Tate and the door, a figure stands in the shadows. More of the creepy, colorless moth-like insects fly around it.

THE WHEEZING BREATH GETS LOUDER, and then one PALE, GROTESQUE, BONY LEG slowly steps into the dim light.

Tate GASPS as the Canker Man is REVEALED.

About six feet tall, sickly pale, almost translucent white skin hanging from the bones. A distended, yellowish gut hangs in front of the otherwise emaciated figure. Its hands hang down by its knees, but what will haunt him for the rest of his short life is its FACE:

Bald, skin sagging; like a wax face in the process of melting, with two dark pits where its eyes should be. The cracked lips that frame its impossibly large, TOOTHLESS MOUTH curl into a GRIN as it lumbers down the row, toward Tate.

Tate stares in horrified disbelief, not even noticing that ANNIE HAS APPEARED IN THE DOORWAY, eyes wide with terror.

ANNIE

(quiet)

Tate?

Annie watches as the Canker Man SWIVELS ITS HEAD on its scrawny neck, directly toward her.

The Canker Man COCKS ITS HEAD TO ONE SIDE, just like Cody. Annie can't even summon a scream.

It turns, GRINNING at Tate, who promptly PEES HIS PANTS.

The Canker Man COUGHS, a death rattle -

And then VOMITS up a TORRENT OF GRAY AND BLACK SLUDGE -

Which suddenly BREAKS UP into DOZENS of the gray, horrible moths. They SWARM up the aisle.

Tate STUMBLES back, waving his arms defensively.

One of the MOTHS lands on Tate, THEN ANOTHER. AND ANOTHER.

He frantically tries to BRUSH them off, but they cling to his skin. BITING. STINGING. Tate starts to SCREAM as the MOTHS COVER HIM.

The Canker Man OPENS ITS GAPING MOUTH, which drops down into an IMPOSSIBLY WIDE CHASM, almost down to his chest.

It GRABS Tate in its bony hands, and LIFTS THE STRUGGLING, TERRIFIED CHILD OFF THE GROUND.

The Canker Man GRINS, its mouth HINGING OPEN TO ITS FULLEST -

Tate STARES INTO THE DARK CAVERN, screaming as he's lowered -

We FOCUS ON ANNIE'S HORRIFIED FACE as Tate's screams are CUT OFF, then MUFFLED. Annie STARES, her mind snapping, and finally -

Annie finds her voice and SCREAMS AT THE TOP OF HER LUNGS -

JARRING CODY AWAKE.

He spins toward where Tate and the Canker Man were standing.

THEY'RE GONE. So are the moths.

CODY LOCKS EYES WITH ANNIE. He sees the panicked terror on her face, and she sees the same on his.

And all at once, Cody realizes she's terrified ... OF HIM.

CUT TO:

EXT. SCHOOL - AFTERNOON

Cody steps out the front doors, head down. All around him, PARENTS pick up their KIDS, several of whom are TALKING EXCITEDLY, FRIGHTENED.

His eyes, though, are drawn to the solitary POLICE CAR parked by the school's entrance. There, the VICE-PRINCIPAL talks to a UNIFORMED OFFICER. Next to them, ANNIE STANDS, anxious.

ANNIE SEES HIM and SHRINKS BACK, fearful. Cody quickly looks away, and sees JESSIE APPROACHING, her Prius parked a few feet away. He speeds up.

Jessie glances over at the police car, curious. Cody gets to the car and takes one last look, just in time to see Annie tugging on the officer's trouser leg.

CODY

Let's go.

Jessie turns away from the police car as Cody climbs into the car.

INT. JESSIE'S PRIUS - MOMENTS LATER

Jessie slides in and puts on her seat belt. Cody studies Annie and the uniformed Cop through the windshield. She is speaking to him, and he's listening.

JESSIE

What's that all about?

CODY

A kid ran away. It's nothing.

Jessie starts driving.

JESSIE

That's terrible.

Cody cranes his neck to keep an eye on Annie.

CODY

He's done it before. He's a mean kid.

CUT TO:

INT. DINING ROOM - LATER

Mark and Jessie sit at the dinner table alone, eating their take-out. Mark looks at Cody's empty chair and frowns.

MARK

He didn't want to eat?

JESSIE

He's been up there since he came home from school.

INT. CODY'S BEDROOM - LATER

Mark taps on the door, peeking inside, where Cody sits in bed. He looks wired, NERVOUS. PALE. Mark notices his KNEE BOUNCING with nervous energy.

MARK
You okay, buddy?

CODY
I'm okay.

MARK
I haven't seen much of you tonight.

CODY
I'm sorry, I don't feel good.

MARK
Well, get some rest. Or - whatever
you need.

INT. LIVING ROOM - MOMENTS LATER

Mark comes down the stairs, looks into the living room, where Jessie sits EXPECTANTLY on the couch. WAITING. He sighs.

MARK
Goodnight.

JESSIE
(smiles)
Goodnight.

MARK
You need rest too, you know.

She turns and gives him a smile.

JESSIE
I'll be up.

He nods, not convinced, and heads up the stairs.

CUT TO:

INT. MASTER BEDROOM - LATER

The room is lit by the TV. Mark is asleep, but wakes up from the noise. He rolls over, reaching over to Jessie's side of the bed, but:

SHE'S NOT THERE.

He sighs.

INT. LIVING ROOM - CONTINUOUS

Jessie is asleep, slumped over in the corner of the couch. As her head tilts too far, she SNAPS AWAKE.

She looks around the room, NERVOUS THAT SHE MISSED IT. Nothing.

She rubs her eyes.

INT. KITCHEN - MOMENTS LATER

Jessie before her coffee pot, unconsciously making a pot from muscle memory. She reaches for the grounds, but IT'S EMPTY.

She's confused, that doesn't make sense.

INT. CODY'S BEDROOM - CONTINUOUS

Cody POURS COFFEE GROUNDS into his water glass. He covers it with his hand, and SHAKES THE GLASS.

Frowning at the concoction, he steels himself and GULPS IT. He GRIMACES but shakes it off, HEAVING A LITTLE as he chokes it down.

DISSOLVE TO:

INT. LIVING ROOM - MORNING

Jessie is asleep, sprawled out on the couch. Mark stands over her, looking down on her with a mixture of love and sadness. After a few moments, he reaches down to TOUCH her awake.

MARK

Sweetie.

She opens her eyes, and realizes where she is. She looks up at him, a little sheepish.

CUT TO:

INT. CODY'S BEDROOM - LATER THAT MORNING

Cody sits up in bed, still in his pajamas. He looks ROUGH. Pale, tired. He's been up all night.

CODY
I'm sick. I don't want to go to school.

Jessie stands across from him in her nurse's uniform, ready for work. She looks at him skeptically, and then reaches out, feeling his forehead.

JESSIE
You don't feel warm.

CODY
I don't feel good.

JESSIE
(frowning)
It's too late to cancel my shift.

MARK
(from behind)
I can take off.

Jessie turns, seeing Mark in the doorway.

JESSIE
You sure?

MARK
I got this.

Jessie nods, and yawns as she heads for the door.

JESSIE
You boys have a good day.

Mark waits, listening to her go downstairs, and then takes a few steps toward Cody.

MARK
Sick, huh?

CODY
Yes, sir.

MARK
Guess that means you wouldn't be interested in going shopping? Pick up some things to finish your room.

Cody thinks about this for a moment.

CODY
(quiet)
I don't think I deserve to.

MARK
No, Cody. That's one thing I can
say for sure. You deserve a good
day.

CUT TO:

INT. HARDWARE STORE - LATER

Cody and Mark stand before a massive WALL OF COLOR PAINT
SWATCHES. To Cody, it seems to go on and on.

MARK
Any color you want. They're your
walls.

Mark smiles when he sees Cody COCK HIS HEAD to the side,
thinking about it.

CODY
Do all the walls have to be the
same color?

MARK
Nope.

Cody smiles.

CUT TO:

INT. IKEA - LATER

Mark smiles as he watches Cody SPRAWL OUT in a red SPORTS CAR
BED in the showroom. Cody sits up, genuinely excited.

Mark turns to the SALES GUY.

MARK
We'll take one of these as is, and
one in King if you have it.

The sales guy looks at him, confused.

CUT TO:

INT. MARK'S PRIUS - LATER

They're driving home. The seats are folded down to make room for Cody's new stuff, including the oversized bed box, numerous paint cans and supplies.

As they PULL INTO THE DRIVEWAY, Cody's smile vanishes. He sits up straight in his seat as he SEES:

THE COP CAR PARKED IN HIS DRIVEWAY.

MARK
What the hell - ?

EXT. MARK AND JESSIE'S HOUSE - MOMENTS LATER

A UNIFORMED OFFICER and a PLAINCLOTHES DETECTIVE watch them park the car, and step down off the porch to meet them. Mark gets out of the car, but Cody stays put.

MARK
May I help you?

DETECTIVE
Mr. Hobson?

MARK
That's right.

INT. MARK'S PRIUS - CONTINUOUS

Cody begins to breathe heavy, panicking, as he watches Mark shake the Detective's hand.

The Detective says a few things to Mark. Mark looks back at the car. Cody holds his breath. And then:

MARK WAVES HIM OUT.

EXT. MARK AND JESSIE'S HOUSE - MOMENTS LATER

Cody reluctantly exits the car and walks toward them, more wary with each step.

DETECTIVE
- we're pretty certain it's a runaway situation, he's done it before. But you gotta pull every thread when a kid's involved.

MARK

Sure.

(to Cody)

Someone went missing at your school?

CODY

(nods)

Tate.

DETECTIVE

A student mentioned your foster son's name in a ...

(searches for the words)

Can't really call it a statement.

We have to sift through her story, which is very -

UNIFORMED OFFICER

Imaginative.

DETECTIVE

She's seven. But what she describes could, possibly - and *just* possibly - be interpreted as an abduction scenario.

MARK

My God.

DETECTIVE

(unsure how to ask)

Do ... Do the words "Canker Man" mean anything to you?

MARK

No. Not at all.

DETECTIVE

(to Cody)

Son? Maybe a nickname you kids have for someone in town?

CODY

No.

(beat)

Tate ran away.

DETECTIVE

You saw him go?

CODY

I think so.

The Detective's eyes LINGER on the FINGER NAIL WOUNDS on Cody's forearms.

DETECTIVE
I hear he picked on you sometimes.

CODY
He picked on everybody.

DETECTIVE
But you didn't see anyone strange
come into the classroom? Someone
who wasn't supposed to be there?

Shakes his head "no."

DETECTIVE (CONT'D)
Okay.
(back to Mark)
Like I said, we think we know what
happened here. But when someone
says abduction -

MARK
Yeah, of course. If there's
anything we can do for you, we're
here.

Cody watches them walk to the police car, holding his breath.

CUT TO:

INT. CODY'S BEDROOM - LATER

Cody stands back as Mark gives a final tighten with a wrench
on to one of the "wheels" of his race-car bed.

Downstairs, they HEAR the front door shut. Mark perks up,
turns to Cody conspiratorially.

MARK
(quietly)
Be sure to cough or something when
you get downstairs.

INT. KITCHEN - MOMENTS LATER

Jessie is at the kitchen counter, pulling things out of her
shopping bag. She sets down a new can of coffee grounds, some
milk ... and a PRESCRIPTION BOTTLE.

She turns it over in her hands, it reads "ZOLPIDEM."

She's looking at it, mind working, when MARK STEPS INTO THE KITCHEN. She turns quickly to greet him and PALMS THE BOTTLE.

MARK
How's your day?

JESSIE
Long. But I picked up a cake for
dessert; I thought he could use a
little treat.
(beat)
That is, if he's feeling better.

Mark smiles at her, he won't lie.

MARK
Everybody needs a mental health
day.

He kisses her.

INT. TOP OF THE STAIRS - MOMENTS LATER

Cody POLISHES OFF A SODA, and heads down the stairs.

INT. KITCHEN - MOMENTS LATER

Cody enters the kitchen as Mark dumps the PASTA into a pan of boiling water. By the fridge, putting the milk away, Jessie turns and sees Cody.

JESSIE
You look better.

CODY
I feel a little better.

Jessie sees the empty Coke can in his hand. Her eyes linger on it for a moment, just a touch resentful.

JESSIE
No more soda before bedtime.

Mark stirs the pasta.

MARK
So, weird thing. The police came by
today.

Cody catches his breath.

JESSIE
The police? What did they want?

CODY
I am feeling a lot better. Do you
want to see my race-car bed?

JESSIE
Race-car bed?

MARK
I was getting to that. But yeah,
apparently one of Cody's classmates
ran away.

CODY
We bought paint, too. Four colors,
for my bedroom. We're doing red,
and orange, and yellow, and blue.

Jessie doesn't react at all. Cody steps closer, nervous. He
has to stop this conversation.

JESSIE
(confused)
So why did they come here?

MARK
They've got to rule out abduction,
I guess Cody saw the kid leave. And
some other kid said something about
- something creepy, what was it?
It's like, uh -

Desperate, Cody blurts out:

CODY
How did Sean die?

Both heads turn right to Cody. Shocked, slightly gut-punched.

MARK
What?

CODY
I was just wondering.

They both stare at him for a moment.

JESSIE
We don't - that's not an
appropriate question for dinner
time, Cody.

MARK
Why do you ask?

CODY
I just wondered.

Jessie is derailed, working on recovering.

JESSIE
Why don't you - go set the table.
And we'll be right in.

Cody nods, and heads to the silverware drawer. It worked, but he feels about it anyway.

As Cody walks way, Jessie looks at Mark, who looks back at her. Nobody knows what to say.

INT. KITCHEN - LATER

A sink full of dirty dishes. Jessie is at the counter, where she cuts a piece of cake and moves it to a small plate.

She can HEAR voices, having fun UPSTAIRS. She looks up, at the ceiling, listening to the sounds of the boys having their fun, and then pulls the PRESCRIPTION BOTTLE out of her pocket.

She stares at it for a few moments, and then looks at two GLASSES OF MILK before her.

INT. CODY'S BEDROOM - MOMENTS LATER

Jessie enters with a glass of milk in each hand, and a plate of cake on top of each glass.

The boys are just finishing painting one wall of Cody's bedroom ORANGE. Cody's PUSHES the hand-roller, a spot of ORANGE PAINT on his cheek.

JESSIE
You boys want dessert? Before
you're overcome with paint fumes?

CODY
(off the wall)
What do you think?

JESSIE
That is orange.

MARK
Orange you glad we didn't go with
fuschia?

Mark reaches out for a plate and glass -

But Jessie TURNS QUICKLY, offering him THE OTHER ONE, as casually as she can.

JESSIE
One wall is enough for tonight.
Tomorrow is a school day, right?

She holds it out for Cody, whose eyes are on the sugary cake.

He takes the plate, and then the milk.

CUT TO:

INT. KITCHEN - LATER

Jessie does the dishes, including the cake plates and milk glasses.

INT. CODY'S BEDROOM - BEDTIME

As Mark tucks him into the race-car bed, Cody lets loose with a MASSIVE YAWN.

MARK
Want me to crack the window? Crank
up the radio?

Cody doesn't understand what he means.

MARK (CONT'D)
Today was fun.

CODY
This was my favorite day here, so
far.

Mark's smile fades a little. Something's on his mind.

MARK
Listen, about earlier ... your
question ...

Cody looks away, a little guilty.

MARK (CONT'D)

Sean drowned. It was an accident.
And then we found out we couldn't
have more kids of our own, so we
had to figure something else out.

CODY

(quiet)

I'm sorry I asked about that.

MARK

No! You have a right to know. It's
just important that you also know,
that won't happen to you.

Cody lays on the pillow, eyelids heavy. Mark looks at him for
a few moments, and pats him on the shoulder.

MARK (CONT'D)

Goodnight, kiddo.

Mark crosses to turn off the lights. When he looks back, Cody
is already ALMOST ASLEEP.

INT. LIVING ROOM - LATER

Jessie sits on the couch, WAITING. Mark comes down the stairs
and around the corner. She steels herself for the inevitable
disapproval as she looks up at him.

But instead, he flops down on the couch next to her and puts
his hand on her leg.

JESSIE

I know what you're going to say -

MARK

You're a great mom.

She blinks, caught off-guard.

MARK (CONT'D)

That kid upstairs, he needs a great
mom. And you need a kid. It's a
perfect match and we don't need
anything else. I know why you think
you do, and God knows there's a big
part of me that feels the same way.
But we don't.

She looks at him, letting this sink in. He smiles at her,
tired of their disagreements.

MARK (CONT'D)
Why don't you come up?

She's looks at her husband for a few long moments, thinking it over. And then:

Over his shoulder, a black MOTH flutters. Slowly.

Mark turns, following her gaze. Several GRAY and BLACK MOTHS float very slowly through the air; their wings fluttering so slowly, they shouldn't sustain flight.

SOMETHING'S DIFFERENT ABOUT THIS DREAM.

Mark's notices the SLIGHT TRAILS the moths seem to be leaving, the kind someone sees when they're DRUGGED.

THEY SUDDENLY HEAR THE SOUNDS OF PAPER RIPPING SLOWLY from the dining room. Jessie gets up, following the sound, and Mark follows her to:

INT. DINING ROOM - MOMENTS LATER

The dining room, where more MOTHS congregate.

"Sean" sits at the dining room table, his back to them. He's very slowly, eerily tearing the WRAPPING PAPER off a present, and carelessly tossing it back over his shoulder.

The bits of paper HANG IN THE AIR, suspended for moment, before beginning to FLUTTER. The shreds TRANSFORM into the MOTHS, and lazily fly toward the living room.

Jessie smiles.

JESSIE
Sean?

He stops in mid-tear. As he turns toward them, HE DISAPPEARS. Jessie starts to look around, to see where he's gone -

She's STARTLED to see him standing a few feet behind her.

Sean is DIFFERENT. DARKER. He watches her silently, scowling. His gaze is angrier, BITTER.

Jessie's smile fades a little. Mark takes a step closer, concerned.

Sean starts to walk toward Jessie, but his movements are slow and fluid, leaving a HALLUCINATORY TRAIL stuttering behind him. It's an unsettling image.

Jessie lowers to her knees to come face to face with him. Mark puts his hand on her shoulder, protective, instinctively holding her back a little.

Sean stares her in the face as Jessie leans in for their NOSE-TO-NOSE ESKIMO KISS.

Sean stares at her for a moment, and then:

WATER BURSTS OUT OF HIS MOUTH. Dirty, sudsy BATH WATER SPLASHES on her face.

Jessie SHRIEKS in surprise and REVULSION, backing up as the water POURS OUT OF SEAN'S MOUTH, FASTER AND FASTER.

THE FORCE OF THE TORRENT LIFTS SEAN INTO THE AIR, the water pooling around him. He FLAILS backward, and HITS THE FLOOR -

BUT THE FLOOR IS NOW A DEEP PUDDLE OF DARK, OILY WATER, AND SEAN PLUNGES INTO A SMALL POOL.

He THRASHES about, violently DROWNING before their eyes. Jessie SCREAMS, an awful, guttural sound; essentially having a front-row seat to the horror of watching Sean drown again.

Mark GRABS HER, DRAGGING HER A FEW FEET BACK, away from the scene, SAFE ENOUGH FOR NOW.

He MAKES A RUN FOR THE STAIRS -

But as he PASSES THE DROWNING SEAN, his foot PLUNGES into the water, and he LOSES HIS FOOTING, SPLASHING ABOUT on his own living room carpet.

Suddenly, SEAN GRABS HIS LEG, and Mark goes down hard with a big SPLASH.

Sean DRAGS MARK BACK, STUFFING MARK'S HEAD DOWN INTO THE GRIMY WATER.

Across the room, Jessie SCREAMS IN HORROR.

Mark's HEAD BURSTS UP from the water, GASPING AND COUGHING for air as he SHOVES SEAN AWAY FROM HIM. He SCRAMBLES through the muck, breaking free and heading for the STAIRS.

INT. STAIRS - MOMENTS LATER

Mark's footsteps RUMBLE UP THE STAIRS, taking them TWO AT A TIME.

INT. TOP OF THE STAIRS - MOMENTS LATER

Mark heaves off the last step, SPRINTING toward CODY'S BEDROOM DOOR.

INT. CODY'S BEDROOM - MOMENTS LATER

Mark BURSTS into Cody's bedroom, and GRABS HIM in his sleep.

MARK
Cody! Cody!

MARK SHAKES CODY.

MARK (CONT'D)
Wake up!

But Cody won't.

INT. LIVING ROOM - CONTINUOUS

"Sean" lifts his head out of the water, staring at Jessie. He starts CRAWLING TOWARD HER. Water dribbling from his mouth and nose. Eyes full of ACCUSATORY HATRED.

Jessie stumbles backward, and SEAN'S MOUTH STRETCHES INTO AN IMPOSSIBLY WIDE GRIN. She watches in horror, as TWO GREASY, BLACK MOTHS CRAWL OUT FROM BETWEEN HIS LIPS, TAKING FLIGHT.

Jessie turns, CRAWLING INTO THE DINING ROOM.

INT. DINING ROOM - MOMENTS LATER

Jessie gets to her feet, spinning around to see if anything's following her.

JESSIE
Mark!

SEAN'S WET HAND GRABS on to the dining room doorway ... And we're suddenly aware of WHEEZING, RASPY BREATH coming from the living room.

Sean's WATER-LOGGED, GRINNING FACE PEEKS AROUND THE CORNER at her. She watches in horror, as:

A LARGE, PALE, BONY HAND FALLS ON HIS SHOULDER ...

AND THE CANKER MAN LEANS AROUND THE DOOR FRAME.

Jessie GASPS IN UTTER, TERRIBLE DISBELIEF as its pit-like eyes seek her out. And she wants to look away, but she is PARALYZED WITH TERROR.

The Canker Man GRINS AT HER -

AND VOMITS UP A STREAM OF OILY, BLACK SLUDGE, which immediately becomes a SWARM of BLACK MOTHS.

They SURROUND Jessie, CLINGING TO HER. She WAVES HER ARMS, frantically trying to SWAT THEM OFF -

AND RUNS AWAY.

INT. FAMILY ROOM - MOMENTS LATER

Jessie BURSTS the corner, back to the foyer -

INT. STAIRWELL - MOMENTS LATER

- and HITS THE STAIRWAY, almost losing her footing before she BOUNDS UP the stairs.

INT. CODY'S BEDROOM - CONTINUOUS

Mark tries to SHAKE Cody awake, perplexed and terrified that he won't wake up, as Jessie SCREAMS from the hallway.

JESSIE

Mark!

She BURSTS INTO THE ROOM, seeing Mark helplessly holding Cody by the shoulders.

MARK

He won't wake up!

The realization HITS JESSIE.

JESSIE

(terrified)

He won't. For a while.

Mark looks at her, seeing the realization in her eyes.

MARK

What did you do?!

From the hallway, the horrible HACKING COUGH and WHEEZING BREATH STARTLE THEM. They turn, and see:

THE CANKER MAN, AT THE TOP OF THE STAIRS.

It looks at the two of them, its HEAD COCKING TO THE SIDE.

The Canker Man LUMBERS FORWARD, belching a stream of BLACK MOTHS out of its gaping mouth.

Mark TURNS BACK TO CODY, violently, DESPERATELY shaking him.

MARK (CONT'D)

Cody!

Desperate, out of options, Mark SLAPS Cody's face.

The Canker Man REACTS WITH A ROAR, PICKING UP SPEED -

AS MARK HITS CODY AGAIN, AND -

AS CODY'S EYES JAR OPEN FOR A SPLIT SECOND -

THE CANKER MAN FLICKERS OUT OF EXISTENCE MOMENTARILY -

BEFORE CODY'S EYES FALL SHUT AGAIN.

The Canker Man PICKS UP RIGHT WHERE HE LEFT OFF, lunging forward.

Jessie JUMPS UP and SLAMS the bedroom door, throwing her weight against it, just as -

BOOM! The door is hit from the other side.

Mark tries again, SCREAMING into Cody's face.

MARK (CONT'D)

Cody!

Mark lifts his hand to slap Cody awake, the impact of his hand in perfect sync with -

A VIOLENT IMPACT AGAINST THE DOOR -

WHICH KNOCKS JESSIE BACK.

Mark sees the door start to open and JUMPS UP, throwing his weight forward to PUSH IT CLOSED.

Jessie scrambles back to help him, the two of them leaning hard into the door as it SHAKES AND BANGS, the Canker Man just on the other side.

They push against it, and then LOCK EYES, terrified, helpless. LOOKING INTO EACH OTHER'S EYES.

From the hallway, a GUTTURAL ROAR and then -

A MAJOR IMPACT to the door KNOCKS THEM BOTH to the ground.

The DOOR HANDLE SMASHES INTO THE WALL.

The horrible moths SWARM INSIDE; the Canker Man STEPS THROUGH THE DOORWAY.

Jessie DIVES on to the bed, protectively covering Cody.

Mark gets to his feet, staring in disbelief at the monster in front of him.

The Canker Man surveys the room, GRINNING, and STEPS FORWARD.

Mark THROWS HIMSELF at the creature, hitting it desperately as he does. Trying to fight it back any way he can.

Jessie watches in horror as it wraps its bony arms around Mark; GRABBING HIM BY THE BACK OF THE HEAD.

The Canker Man OPENS ITS IMPOSSIBLY WIDE MOUTH. Mark looks up into the abyssal mouth, TERRIFIED AS -

It CLAMPS DOWN like a snake, engulfing Mark's HEAD AND SHOULDERS instantly.

Jessie SCREAMS IN HORROR.

Mark THRASHES, his fists pounding on its oily, sagging skin as the Canker Man LIFTS HIM into the air with no effort.

A GULP and Mark is CONSUMED UP TO THE WAIST.

Jessie launches herself to GRAB HIS FEET, DESPERATE TO SAVE HIM. She wraps her arms around his legs, trying to hold on.

The Canker Man GULPS AGAIN, and the REST OF MARK and JESSIE'S FOREARMS ARE PULLED inside the Canker Man's vise-like mouth.

Jessie TWISTS, struggling. The Canker Man OPEN ITS MOUTH slightly, to pull her further in when -

Jessie RELEASES HER GRIP, letting herself fall backwards, her forearms covered in steaming slime.

The Canker Man GULPS, its bulbous, graying-yellow gut BULGING with Mark's STRUGGLING FORM. Inside, we hear his MUFFLED SCREAMS. It GRINS AT HER.

HORRIFIED, Jessie holds her arms out to the side, PROTECTIVE, BLOCKING CODY.

The Canker Man looks at her for a moment, and then angrily SWATS HER with its long arms, HITTING THE SIDE OF HER HEAD AND SENDING HER FLYING.

Jessie hits the wall by the window, falling to the floor.

The monster steps deliberately past Cody as it slowly ADVANCES ON HER. She presses herself against the wall, terrified and desperate as -

It REACHES OUT ITS HORRIBLE HANDS, reaching for her, and CROAKS:

CANKER MAN
(gurgling)
I am always. With you.

Out of options, Jessie throws the WINDOW OPEN, and JUMPS FOR IT.

EXT. CODY'S BEDROOM WINDOW - CONTINUOUS

Jessie falls the two stories, and LANDS HARD on the grass below.

EXT. MARK AND JESSIE'S HOUSE - MOMENTS LATER

WINCING IN PAIN, Jessie LOOKS UP. The pale, grinning face of the Canker Man PEERS down at her through the window.

She struggles to her feet, hysterical, nearly insane ... and RUNS.

WE PULL BACK as Jessie RUNS INTO THE NIGHT.

CUT TO:

EXT. FIELD - MOMENTS LATER

Jessie RUNS through the overly tall grass. Frantic, stumbling, looking wildly around over her shoulder. Terrified that something is following her.

UP AHEAD IS THE CLEARING that reveals the LIGHTS of the nearest neighbor's house.

EXT. NEIGHBOR'S PORCH - MOMENTS LATER

BANG, BANG, BANG, BANG, BANG, Jessie desperately POUNDS on the neighbors door. Weeping, hyperventilating, constantly looking back over her shoulder in terror -

The DOOR OPENS, revealing the bewildered face of her older, grandfatherly NEIGHBOR, in his bathrobe. She practically FALLS INTO HIS ARMS.

JESSIE
Help! Help me!

She points back to her house, in the distance, her face overcome with terrified hysteria.

CUT TO:

EXT. MARK AND JESSIE'S HOUSE - LATER

THREE POLICE CARS and an AMBULANCE are parked in front of the house, their SIREN LIGHTS RUNNING.

CUT TO:

INT. KITCHEN - LATER

Jessie sits at her kitchen table, with a cup of coffee, a BRUISE forming on the side of her face.

She looks through the doorway into the living room, where Cody is SEATED ON A COUCH, a cop next to him. They lock eyes, both overwhelmed with fear and regret.

The DETECTIVE and the UNIFORMED OFFICER who previously visited the house stand a distance away, conferring amongst themselves as they GLANCE AT JESSIE.

They nod, and split up. The Officer heads toward Cody; the Detective toward Jessie.

DETECTIVE
I'd like to take your formal
statement, Mrs. Hobson, and then
refer you to someone at Social
Services -

She sees the Officer HELP CODY TO HIS FEET, and start LEADING HIM TOWARD THE FOYER.

JESSIE
(suddenly alert)
Where are you taking him!

DETECTIVE
Ma'am, I'm afraid we need to remove
the child from the home. Until we
can sort out -

JESSIE
(standing)
Remove him? No, you can't!

Cody looks over his shoulder, back at her, SCARED.

DETECTIVE
Look, the child has clearly been
drugged. And your face tells quite
a story. So until we find your
husband, we need to do what's best
for the boy -

JESSIE
No! No, it was me. I gave him the
drug, just a sleeping pill! Not my
husband. And my face, this wasn't -
this was an accident!

DETECTIVE
So you say you drugged the child?
And why did you do that?

JESSIE
I - I -

Cody locks eyes with her a last time before he's led out the
door. The Detective looks at her with thinly veiled disgust.

DETECTIVE
Ma'am, do you know the whereabouts
of your husband the day before
last? Around lunchtime?

She looks confused.

DETECTIVE (CONT'D)
Would he have had reason to be near
your son's school?

Jessie's heard enough. She STANDS, STRIDING TOWARD THE DOOR.

DETECTIVE (CONT'D)
Ma'am -

She ignores him, PUSHING past an OFFICER.

DETECTIVE (CONT'D)

Ma'am!

CUT TO:

EXT. MARK AND JESSIE'S HOUSE - MOMENTS LATER

She steps out to the porch in time to see Cody being put in the back of a squad car, his little face scared and disoriented.

JESSIE

Cody!

Cody looks at her, his face breaking into tears. He shouts, from the back of the car:

CODY

I'm sorry!

THE CAR DOOR SLAMS. Cody looks around, terrified. Jessie moves fast, toward the car.

JESSIE

No, I'm sorry, Cody!

The Detective GRABS HER ARM, stopping her.

JESSIE (CONT'D)

I'm sorry! I'm sorry!

Cody turns around in the seat, his face looking out the back window at Jessie as the car drives away.

CUT TO:

INT. POLICE STATION - MIDDLE OF THE NIGHT

Cody sits alone on a bench in a glass-walled office, the frightening late-night bustle of a police station all around him.

In the doorway, an OFFICER looks out to a DESK CLERK.

OFFICER

The kid asked for coffee. Can you give a kid coffee?

The desk clerk looks at him, unsure when -

NATALIE
(sharply)
No, you can not.

Recognizing the voice, Cody leans forward to see:

Natalie, clothes thrown on fast, clearly roused from sleep. She steps up to the office door, offering Cody a sad, but reassuring smile. She's sorry to see him here.

CUT TO:

EXT. SOCIAL SERVICES FACILITY - MORNING

A haggard, exhausted Natalie, still in the same clothes, glances down at CODY'S FILE in her hands as she walks to her office building.

She PAUSES when she sees JESSIE HEADING TOWARD HER, and then PICKS UP HER PACE. Jessie isn't giving up, though, and bears down on her. Natalie notices the BLOOMING BRUISE on Jessie's face when she reaches her, but that only calms her anger a little.

JESSIE
You haven't returned my calls!

NATALIE
Well I spent all night at a police station.

JESSIE
Where is he?

NATALIE
That's none of your business anymore.

INT. NATALIE'S OFFICE - MOMENTS LATER

Natalie drops her purse and the FILES she carries onto the desk. Jessie's eyes can't help but notice CODY'S FILE while Natalie pulls her coat off.

NATALIE
For future reference, giving a child Zolpidem is *not* "dealing with his sleep issues."

JESSIE
You don't understand -

NATALIE

You're right! I *don't* understand why you people in the medical community seem content to treat the symptom, rather than dealing with the root cause. You'd rather knock a kid unconscious than find out why he doesn't want to sleep.

JESSIE

I know exactly why he doesn't want to sleep. I need to know where you took him. It's dangerous!

NATALIE

Where is your husband?
(off her bruise)
Speaking of dangerous?

Jessie fights back tears. Not sure how to answer.

JESSIE

That's just it. That's why I have to talk to Cody -

NATALIE

That's not going to happen. And legally speaking, you're facing bigger problems.

JESSIE

(desperate)
I need to know what you know about Cody. Where he came from. What happened with those other families. Anything they've said. About his dreams. About the Canker Man.

Natalie REACTS to those words, her eyes TWITCHING JUST A LITTLE with recognition.

JESSIE (CONT'D)

(realizes)
You've heard that before. Canker Man.

Natalie blinks, confused - but then dismisses it, shakes it off. A foolish thought. She turns, walking toward her file cabinet.

NATALIE

I'm going to give you some information about domestic abuse programs.

Natalie flips through a file of pamphlets, before finding the one she wants.

NATALIE (CONT'D)

There are several great support groups in here, and the names of a few therapists who specialize in this sort of thing. I want you to reach out, get some help for your situation. And I never want to see you again.

Natalie holds the file out to Jessie. After a long moment, Jessie TAKES IT, walking out of the office without a word.

Natalie watches her go, sighing. She puts her hands on her desk, exhausted.

She looks down, and then, CONFUSED, looks left and right.

Cody's FILE IS NO LONGER ON HER DESK.

CUT TO:

EXT. SOCIAL SERVICES FACILITY PARKING LOT - MOMENTS LATER

Jessie's Prius PEELS OUT.

EXT. FAST FOOD PARKING LOT - MOMENTS LATER

Jessie pulls into a PARKING SPACE, FAST.

INT. JESSIE'S PRIUS - CONTINUOUS

Jessie grabs Cody's FILE out of her bag, flipping it open.

The first page is the SIGNED PAPERWORK from her and Mark, along with their PHOTO. She has to turn that page quickly.

Flipping pages she finds a similar form and photo for THE CLEMENS', Cody's PREVIOUS FOSTER PARENTS, followed by SEVERAL HANDWRITTEN PAGES OF NOTES detailing the story of their supposed ABANDONMENT.

Further in, she finds a page featuring WHELAN AND KATIE YOUNG, who had Cody before that. WE RECOGNIZE WHELAN FROM THE BEGINNING OF THE MOVIE - the last time we saw him, HE HAD A GUN TO CODY'S HEAD.

As Jessie SCANS NATALIE'S NOTES about them, we see a few key words - MISSING, GUN, ATTEMPTED MURDER, ARREST -

And in one of the handwritten paragraphs: "DELUSIONAL, RANTINGS, 'CANKER MAN'" ...

She FLIPS TO A BLUE FORM STAPLED to these notes. It's an ADMITTANCE FORM FOR A MENTAL HEALTH FACILITY.

CUT TO:

INT. TEMPORARY STATE HOUSING - CONTINUOUS

A state housing facility that looks more like an old hospital houses numerous wards of the state.

Cody is taken down a hallway, toward a series of small rooms.

INT. CODY'S TEMPORARY ROOM - MOMENTS LATER

The room is 6' x 6' with a cot, and a sink. A chair, a battered old side table. An SOCIAL WORKER steps aside to let Cody take a look.

SOCIAL WORKER

Now you get some rest, your case worker says she's hoping to move you again this afternoon. Anything you need -

CODY

Soda. Or do you have candy?

The Social Worker looks at him, knowing he shouldn't but feeling for the kid.

SOCIAL WORKER

Let me see what I can scare up.

CUT TO:

EXT. STATE MENTAL FACILITY - MOMENTS LATER

Among several people coming in and out of the industrial-style state facility, WE SEE JESSIE enter, hair pulled back, wearing a business suit, clutching CODY'S FILE.

INT. SECURITY DESK - MOMENTS LATER

Jessie stands before the DESK SECRETARY, a uniformed state worker.

JESSIE
I'm here to see Whelan Young.

DESK SECRETARY
And you are -

JESSIE
Natalie Friedman, Social Services.

DESK SECRETARY
Let me just get your clearance.

She types that into a computer, waiting for the CLEARANCE TO COME UP. Jessie waits, nervous.

INT. SOCIAL ROOM - MOMENTS LATER

Whelan sits in a recliner, as an ORDERLY escorts Jessie inside. Other PATIENTS and CAREGIVERS play games and read magazines around other tables.

ORDERLY
Whelan, Ms. Friedman's here to see you. From Social Services.

Whelan recognizes the name and turns - BUT IS CONFUSED when he sees Jessie. He doesn't recognize her.

WHELAN
Thank you.

He waits until the Orderly retreats, and then surveys her.

WHELAN (CONT'D)
You're not Natalie Friedman.

JESSIE
I'm here to talk about Cody Morgan.

JESSIE SITS ACROSS FROM WHELAN.

She opens the FILE, and Whelan can't help but look at it.

JESSIE (CONT'D)
It says here that you and your wife, Katie, fostered Cody for fifteen months before he was given to Pete and Doris Clemens -

WHELAN
Wouldn't know about them.

JESSIE

The Clemens' disappeared into thin air, a year ago. Much like your wife.

WHELAN

(beat)

What are we talking about here, Miss ... ?

JESSIE

We're talking about the Canker Man.

Whelan catches his breath.

JESSIE (CONT'D)

I've seen it too.

WHELAN

(suspicious)

You have.

JESSIE

I watched it eat my husband.

WHELAN

(quietly)

I wouldn't say that around here. They'll fit you for slippers.

She starts to stand.

JESSIE

If you're saying you don't know what I'm talking about -

WHELAN

(quickly)

I know, I know. I'm sorry, you can only hear you're crazy for so long before you start to believe it a little. Please sit down.

She does. Whelan studies her face. The exhaustion, the fear, the bruise.

WHELAN (CONT'D)

What do you want to know?

JESSIE

How do I stop it?

WHELAN

You don't. How do you stop a dream?

JESSIE
(quieter)
Can I get him back?

Whelan sighs, looking into her eyes with genuine empathy.

WHELAN
Katie and I'd fostered two kids
before we got Cody. His mom had
died, no other family. He was
sweet. Independent. An artist, I
thought.

He leans in closer, talking quietly.

WHELAN (CONT'D)
It started as just lights. And
colors. When he'd sleep.

CUT TO:

INT. CODY'S BEDROOM, WHELAN'S HOUSE - NIGHT

Whelan and his pretty wife KATIE look in as Cody (now FOUR YEARS OLD) sleeps in his toddler bed. Above him:

A COLORFUL GLOW SWIRLS, maybe two or three feet wide, dancing over Cody's head. Whelan and Katie look on, fascinated.

CUT TO:

INT. WHELAN'S LIVING ROOM - ANOTHER NIGHT

Little CODY lies on the carpet, looking up at the TV, watching a cartoon about TALKING INSECTS. There are grasshoppers, cute ants, BUTTERFLIES ... Cody watches them and SMILES, GIGGLING.

LATER, when Whelan enters the room, CODY IS ASLEEP ON THE FLOOR. The COLORS DANCING ABOVE HIM seem to be FLUTTERING ...

AS IF STRUGGLING TO FORM A BUTTERFLY.

CUT TO:

INT. WHELAN'S KITCHEN - AFTERNOON

Cody blows out FIVE CANDLES on a birthday cake. Whelan, Katie and guests all CHEER, and Cody BEAMS.

RACK FOCUS from the scene to a CHILD'S DRAWING on the fridge: a CRUDE, CRAYON DRAWING of Cody and a WOMAN with LONG RED HAIR. Scrawled underneath is the word "MOM."

CUT TO:

INT. WHELAN'S LIVING ROOM - EVENING

Whelan watches TV as Katie chases Cody through the living room. Cody stops, looks at the television. It's a MEDICAL DRAMA, a scene in an ER.

Cody's SMILE FADES as he looks at the footage doctors working on a patient.

INT. CODY'S BEDROOM, WHELAN HOUSE - NIGHT

Katie pulls the blanket over Cody's sleeping shoulders. Small butterflies appear in the air above them, making her smile. They're just part of life now.

INT. WHELAN'S HALLWAY - MOMENTS LATER

Katie walks toward their bedroom, but HEARS A CREAKING NOISE. She turns, looking back at Cody's DOOR.

Through the barely-open crack, WE SEE A PALE, FEATURELESS FACE looking back at her for a moment, BEFORE IT SHUTS THE DOOR.

CUT TO:

INT. WHELAN'S KITCHEN - NIGHT

Whelan opens the fridge for a late night glass of juice, revealing numerous Cody drawings: butterflies, smiling people, and the most prominently displayed one:

A crude rendering of Whelan, Katie and Cody, with the misspelled word "FAMLEY" written underneath.

Juice in hand, Whelan turns off the light as he's heading out of the room, but in the hallway SEES:

A THIN FIGURE, HIDING IN THE SHADOWS.

Whelan squints. He reaches back in and turns the kitchen light back on, casting just enough light into the hall to see:

An EARLY, ONLY PARTIALLY-FORMED version of the Canker Man.
Just a white shape, with two dark pits for eyes.

Whelan DROPS the glass as he STUMBLES BACK, startled.

CUT TO:

INT. WHELAN'S LIVING ROOM - ANOTHER NIGHT

Whelan and Katie are watching TV when they suddenly see the
lights on the BABY MONITOR KICKING.

INT. WHELAN'S UPSTAIRS HALLWAY - MOMENTS LATER

Whelan and Katie look into Cody's room. The lights are on.
Cody paces the floor, looking nervous.

Whelan gestures to the bed, Cody shakes his head "no"
emphatically.

CUT TO:

INT. PEDIATRICIAN'S OFFICE - EARLIER

Whelan, Katie and Cody sit in the Pediatrician's examination
room. The PEDIATRICIAN examines Cody, who is obviously
THOROUGHLY EXHAUSTED.

On his patient chart, she writes the words "SLEEP
DEPRIVATION."

CUT TO:

INT. WHELAN'S BEDROOM - EARLY EVENING

Whelan lies in bed, reading a book called THE SCIENCE OF
DREAMS, when he hears loud SCREAMS.

INT. WHELAN'S UPSTAIRS HALLWAY - MOMENTS LATER

Whelan opens Cody's bedroom door to see Katie, frustrated and
helpless, as Cody throws a TANTRUM -

RIPPING his sheets and pillows off the bed, having a fit.
Katie looks up at him, at the end of her rope.

CUT TO:

INT. PLAY ROOM AT WHELAN'S - AFTERNOON

As Whelan picks up the toy, crayon and book tornado that is a kid's playroom, he finds a CRUDE DRAWING ON THE FLOOR:

THE FACE OF THE CANKER MAN.

A sloppy, white oval, with scribbled black eyes and oversized mouth.

INT. WHELAN'S LIVING ROOM - LATER THAT NIGHT

Cody, Whelan and Katie are all on the couch, the television on. Whelan watches as Cody FINALLY DRIFTS OFF TO SLEEP, giving in. He and Katie exchange glances, relieved.

INT. CODY'S BEDROOM, WHELAN HOUSE - MOMENTS LATER

Whelan lays Cody down in bed, Katie pulls the covers over him.

INT. WHELAN'S BEDROOM - LATER THAT NIGHT

Whelan and Katie are asleep in bed when their DOOR CREEPS OPEN. GRAY MOTHS FLUTTER INTO THE ROOM.

Katie stirs and sits up, squinting at the DARK SHAPE standing in the doorway. She reaches over for the lamp, and HITS THE LIGHT -

GASPING WHEN SHE SEES THE CANKER MAN STANDING IN THE DOORWAY. Fully formed, fully realized. IT GRINS.

Katie SCREAMS AS IT LUNGES FORWARD.

WHELAN is KNOCKED OFF THE BED as it pounces. He HITS THE FLOOR HARD, JARRED AWAKE. Disoriented and startled, he pulls himself up, SPINNING around just in time to see:

KATIE'S HORRIFIED FACE, inches from his, as she GRABS on to the side of the bed, desperately reaching for Whelan. The Canker Man holds her legs. Opening its mouth wide. Her legs ARE ENGULFED BY ITS MOUTH AND -

It CHOMPS DOWN. Her EYES GO WIDE, PLEADING as Whelan HOLDS HER HANDS. He TRIES TO PULL KATIE BACK, but the Canker MAN YANKS her away.

Whelan runs around the side of the bed, GRABS A LAMP away from the wall and SWINGS IT AT THE CANKER MAN -

Who SWATS HIM AWAY, sending him FLYING through the air. He HITS THE DOOR FRAME, FALLING TO THE HALLWAY FLOOR -

AND BLACKS OUT.

INT. WHELAN'S HALLWAY - LATER

WHEN WHALEN COMES TO:

A tiny hand taps him on the shoulder. Whelan's eyes slowly open, seeing Cody leaning over him, tears on his face.

CODY
(crying)
I'm sorry.

Whelan SCRAMBLES TO HIS HANDS AND KNEES, CRAWLING ANXIOUSLY TOWARD THE BEDROOM.

INT. WHELAN'S BEDROOM - MOMENTS LATER

Whelan looks inside, but the room is EMPTY.

CUT TO:

INT. WHELAN'S LIVING ROOM - ANOTHER NIGHT

Cody sits on the floor, surrounded by photographs of Katie. Whelan sits across from him, DESPERATELY showing him more. Trying to plant the image in his mind.

INT. CODY'S BEDROOM, WHELAN HOUSE - LATER THAT NIGHT

Cody sleeps, his eyes MOVING BEHIND HIS EYELIDS AS HE ENTERS REM SLEEP.

INT. WHELAN'S BEDROOM - MOMENTS LATER

A WEEPING WHELAN clutches a SMILING, ALMOST PLASTIC-SEEMING VERSION OF KATIE. She stands perfectly still in his arms, her smile FROZEN ON HER FACE. It's a simple, almost CRUDE REPRODUCTION.

Whelan holds her close anyway, TEARS STREAMING DOWN HIS FACE, WHEN -

She VANISHES IN HIS ARMS. He pitches forward, catching himself before he falls. We see his heart break all over again as he looks down at his EMPTY ARMS, where she just was.

He LOOKS UP INTO THE HALLWAY, just in time to see:

CODY step out of his bedroom, looking SHEEPISHLY AT WHELAN.
He JUST WOKE UP.

INT. CODY'S BEDROOM, WHELAN HOUSE - LATER

Cody lies asleep in his bed, right where we started. Whelan looks down at him, CRYING. Rage, fear, anger, grief; they've taken him over. He looks at the boy, steels himself ...

AND RAISES THE GUN.

CUT TO:

INT. SOCIAL ROOM - CONTINUOUS

WHELAN
But I couldn't.

He looks up at Jessie, and we see the depths of grief behind his exhausted eyes.

WHELAN (CONT'D)
I couldn't do it. I'm sorry.

Jesse nods, letting his story sink in. After a moment, she stands to leave.

JESSIE
Thank you for your time. And I'm
sorry. For your loss, as well.

She turns to walk away, but remembers one last thing.

JESSIE (CONT'D)
Oh, did they ever tell you about
his birth mother? There's almost
nothing in the file.

WHELAN
Just that she'd died. Why? What're
you hoping you'll find?

JESSIE
The root cause.

She walks away.

DISSOLVE TO:

INT. MASTER BEDROOM - LATER

Jessie sits up in her bed, the file open in front of her. She's exhausted.

She lays down, finally giving up for the night. As she rolls over, she drapes her arm across Mark's empty side of the bed, and starts to cry.

CUT TO:

INT. GROUP HOME - CONTINUOUS

Cody now has a small, slightly warmer room. His lamp is on next to him, not wanting to take any chances with the dark.

He sits up in his twin-size bed, alone. He's also crying.

PULL BACK TO REVEAL:

INT. HALLWAY, GROUP HOME - CONTINUOUS

Cody's room is one of five on this hallway. It's the only one with the light on.

INT. STAIRWELL, GROUP HOME - CONTINUOUS

The camera floats down the wrought-iron staircase, descending three stories to the main floor, which has a mess more clinical feel than the decidedly residential upper floors where Cody is housed.

INT. MAIN HALLWAY, GROUP HOME - MOMENTS LATER

The camera floats down a hallway of closed offices and infirmary style nurse's rooms.

We pass a dimly lit common area with foosball table, board games, and a large-screen TV. A big open-hearth fireplace is at the center of the room.

EXT. ST. NICHOLAS HOME FOR WAYWARD CHILDREN - CONTINUOUS

We're now outside, looking back at the old, Victorian style building. The building is dark for the night, except for the porch light ...

And one bedroom light, on third floor, coming from Cody's room.

CUT TO:

INT. DINING ROOM - MORNING

The contents of Cody's file are sprawled across the dining room table. As Jessie walks by in the background, WE SEE she's DRESSED IN HER NURSE'S SCRUBS.

We ZOOM IN ON A PIECE OF PAPER on top of the pile. It is an INTAKE FORM, the very earliest document about Cody, filled out the day he became a ward of the state.

Written on the NAME line is CODY MORGAN. On the AGE line, THREE.

And on the PICK-UP LOCATION LINE: SACRED HEART MEMORIAL HOSPITAL.

CUT TO:

EXT. SACRED HEART MEMORIAL HOSPITAL - LATER

We BOOM DOWN from the SACRED HEART MEMORIAL HOSPITAL SIGN, revealing JESSIE WALKING UP TO THE BUILDING in her nurse's scrubs.

INT. SACRED HEART MEMORIAL HOSPITAL - MOMENTS LATER

Jessie approaches the NURSES' STATION, and we realize that the nurses here are wearing DIFFERENT COLOR SCRUBS. Still, the nurse at the desk greets her a little more warmly when she sees the uniform.

NURSE
(off the scrub color)
St. Joseph's, right?

JESSIE
(nods)
And Dr. Cabrera told me not to come back without a patient file, he said he got nowhere on the phone.

NURSE
Do you have the P.I.D?

JESSIE
I don't. I only have a last name,
and a date.

The nurse FROWNS as Jessie hands her a post-it note with the information. She looks at it, and then up to the BRUISE ON JESSIE'S FACE.

NURSE
Doctor didn't do that to you, did
he?

JESSIE
(for camaraderie)
Just to my soul.

NURSE
I hear ya.

Jessie relaxes a bit as the nurse GOES TO LOOK. She waits at the desk.

CUT TO:

INT. GROUP HOME - CONTINUOUS

Cody is in the common room, near the fireplace. As kids play foosball, and sit together to read or watch TV, Cody sits alone in a corner. Wired, scared and alone.

On the other side of the room, Natalie speaks to the HOME DIRECTOR, a sympathetic woman in her early 50s.

HOME DIRECTOR
He didn't sleep last night,
according to the night nurse.

NATALIE
(sighs)
That's two in a row, then. At
least.

HOME DIRECTOR
We might need to make sure he
sleeps tonight. Policy is not to
let them go that long.

NATALIE
(frowns)
Why is medication always the first
choice?

HOME DIRECTOR
With twenty-four kids in residence,
it's best to follow the protocols.

Natalie looks at Cody, seeing his clear exhaustion, and sighs.

NATALIE
I'd like to stay here with him,
then. If that's okay.

HOME DIRECTOR
I'm sure we can find room for you.

CUT TO:

INT. NURSE'S STATION, HOSPITAL - CONTINUOUS

Jessie sits on one of the chairs directly next to the nurses' station, anxiously reading the PATIENT FILE in her hands. The patient name reads:

ANDREA MORGAN.

As she flips through the file, the Nurse glances at her occasionally.

Jessie SCANS THROUGH reams of tests, and data. NO PHOTOGRAPHS, though. One one page is a stapled HOSPITAL WRIST-BAND, and Jessie checks. It reads "ICU."

NURSE
You signed for the file, you can
take it.

Jessie looks up, managing a smile. She stands up, heading back to the nurses' station with the file in her hand.

JESSIE
There's a PE number here, on her
intake. How long do you keep those?

NURSE
(frowning)
We try to clean out the closet
every six months, but with so many
staff cuts, it hasn't really been a
priority. If nobody claimed them,
there's a chance they're still down
there.

JESSIE
Is there any way you could check?

NURSE

I can't. I'm buried.

(beat)

But you can. PE is by the morgue,
code on the door is 4927.

JESSIE

4927. Thank you.

INT. LOWER LEVELS OF HOSPITAL - MOMENTS LATER

The elevator opens and Jessie steps off.

She passes the MORGUE without looking, and comes up on a single door with a keypad, marked "PERSONAL EFFECTS."

She punches the code.

INT. PE STORAGE - MOMENTS LATER

Jessie looks up at the racks of shelves in the cramped room, which is much bigger and deeper than a closet. The racks contain dozens, if not hundreds of plastic bags, which are marked into numbered columns. All unclaimed personal effects of admitted patients.

Jessie reads the number off the sheet, passing down rows until she finds it. The rows are right, but the SHELVES LOOK SLOPPY. No one is paying attention to organization here.

Jessie RIFLES THROUGH, examining bag after bag, checking names written on ID strips along each bag.

JESSIE

Come on, come on.

Finally she finds: MORGAN, ANDREA.

CUT TO:

INT. FOYER - LATER

Jessie returns home, holding the patient file and the plastic bag of Andrea Morgan's possessions.

INT. LIVING ROOM - MOMENTS LATER

Sitting on the couch, Jessie opens the bag and carefully removes:

Shoes, a wallet, keys, a small plush butterfly ...

And, finally, a SMALL JOURNAL.

Jessie sighs, sitting back. She's nervous to open it, but this is what she's been looking for.

SHE OPENS THE JOURNAL.

CUT TO:

INT. CODY'S ROOM, GROUP HOME - LATER

TWO ORDERLIES hold Cody down, as Cody puts up the FIGHT OF ALL FIGHTS, struggling, kicking, wailing -

CODY

No! No!

In the corner, Natalie watches the scene unfold before her, face wrought with concern.

NATALIE

Cody, it's for your own good -

CODY

I don't want to hurt anyone!

The Home Director stands by the struggling orderlies, arms folded. Eyes on Cody, curious and concerned.

HOME DIRECTOR

Some sleep isn't going to hurt anybody, Cody. Some sleep will help.

The night nurse HOLDS THE CUP OF LIQUID toward Cody's mouth. Natalie watches as Cody manages to HIT the cup from the Night Nurse's hand, sending the liquid flying.

The Home Director SIGHS.

INT. GROUP HOME, CODY'S ROOM - MOMENTS LATER

CODY IS BEING HELD DOWN ON THE BED BY THREE ADULTS. Natalie WINCES as she watches from the doorway, her heart breaking for him as he STRUGGLES FOR ALL HE'S WORTH.

CODY

Please! Please! Please!

Despite thrashing and screaming, the Home Director COMES CLOSER AND CLOSER WITH THE NEEDLE.

CUT TO:

INT. MASTER BEDROOM - LATER THAT NIGHT

Jessie sits on her bed, her cell phone to her ear. In front of her, her LAPTOP is open. Next to her, the journal is closed.

JESSIE

(into phone)

I'm sorry to call so late, but a case of mine was transferred yesterday and I need the name of the facility for my report ...

(beat)

Friedman. Natalie Friedman.

Provider number -

(reads off file)

11714.

(beat)

Cody Morgan.

Jessie listens, and starts typing "ST. NICHOLAS HOME" into the search engine.

JESSIE (CONT'D)

St. Nicholas Home for ...

(reads her results)

On Haven? Got it. Thank you.

She SHUTS THE LAPTOP, and PICKS UP THE JOURNAL.

She ZIPS THEM INTO A LARGE DUFFLE BAG on the floor, picking it up. Next to it is ANOTHER, also FULLY PACKED. With the bags on her shoulder, she heads for the door.

Walking out, she takes a last look back at the bedroom. She takes her moment, turns out the light, and walks away.

CUT TO:

INT. CODY'S ROOM, GROUP HOME - LATER

Cody is curled up on his bed in a drugged sleep. His eyes roll behind the lids, much slower than we've seen before.

INT. THIRD FLOOR HALLWAY, GROUP HOME - CONTINUOUS

Out of Cody's door, a TRICKLE of black, greasy moths FAN OUT into the hallway. Crawling along the floor, dark grub-like CATERPILLAR CREATURES pulsate along, leaving a slime trails.

INT. SHARED BEDROOM, GROUP HOME - CONTINUOUS

Each shared bedroom has two bunk-beds, occupied by four kids. As they sleep, the MOTHS FLY IN, and dark, OILY SUBSTANCE CLIMBS UP THE WALLS, starting to spread on to their sheets.

The CATERPILLAR CREATURES PEEK up over their headboards, slithering toward the sleeping children.

INT. THIRD FLOOR HALLWAY, GROUP HOME - CONTINUOUS

The oil spreads along the hallway floor, picking up speed as it POURS into the staircase, followed by the clouds of greasy moths.

CUT TO:

INT. NURSE'S OFFICE, FIRST FLOOR - CONTINUOUS

Natalie is uncomfortably asleep on a COT in the nurse's office. Her purse, phone and glasses are beside her, an upward reach on the nurse's desk.

MOTHS FLUTTER overhead, spreading through the office, CLUMPING ONTO THE WALLS. Suddenly, a SHUFFLING NOISE fills the room, followed by:

GURGLED, RASPY BREATHING.

Natalie STIRS from the noise. She blinks, hearing more SHUFFLING as she sits up, confused and half-asleep.

NATALIE'S POV: Everything is BLURRED without her glasses. But in the dim light, there's a SHAPE MOVING, SHUFFLING.

As Natalie reaches, fumbling for her glasses on the desk -

An overgrown CATERPILLAR oozes toward her fingers, its worm-like mouth OPENING as it STRETCHES TOWARD HER HAND -

Just as her hand finally finds the glasses.

NATALIE'S POV: The dark BLUR of the room. She lifts the glasses, and everything comes QUICKLY INTO FOCUS, REVEALING:

THE CANKER MAN'S FACE - Arms outstretched toward her, as it LUNGES, mouth OPEN WIDE.

CUT TO:

EXT. GROUP HOME - CONTINUOUS

As Jessie approaches the home, she sees a PULSING LIGHT on the third floor, and can HEAR MUFFLED SCREAMS from within the home.

She stops for a moment, looking up at the dark building. She has to gather her courage to move forward. After a moment and a deep breath, she HEADS FOR THE DOOR.

INT. FOYER, GROUP HOME - MOMENTS LATER

As she steps into the darkened foyer, Jessie immediately notices the walls are GRIMY, and the grime seems to be MOVING. CLUSTERS of oily-MOTHS, dozens deep, hang off the walls and pool on the floors.

She HEARS the HUSHED WHISPERS of frightened children, and turns toward the sound. HIDING BEHIND A SOFA, peering at her, are THREE LITTLE FACES, eyes wide with fear. She STEPS TOWARD THEM.

JESSIE

Are you okay?

They're WHISPERING something she can't hear, gesturing frantically. She shakes her head -

JESSIE (CONT'D)

I can't hear you.

A SCARED KID peeks up just long enough to WHISPER:

SCARED KID

Be quiet!

As she steps toward them, JESSIE'S FOOT HITS SOMETHING on the ground. She looks down and sees:

A CHILD'S FOOT, sticking out of a long PILE OF OILY SLUDGE. She suddenly realizes it's a CHILD, covered in the sticky tar goo.

She looks around her and sees ANOTHER CHILD, groaning on the floor, covered almost head to toe. AND THEN ANOTHER.

Right by her foot, she sees a white chalked number THREE.

Jessie looks at it, confused. She looks to her left and sees a STRAIGHT LINE IN CHALK, then a number TWO. We suddenly recognize that A FOUR-SQUARE COURT is drawn on the floor.

BAM - SHE'S HIT HARD ON THE SIDE OF THE HEAD BY A LARGE OBJECT, something like a DODGEBALL DIPPED IN TAR, leaving a SMEAR of the sludge on the side of her head.

The impact SPINS her around, she instinctively WIPES THE STICKY substance on her face, as:

SHE'S HIT AGAIN, IN THE SHOULDER, by another tar-ball.

As Jessie PIVOTS defensively, ANOTHER TAR-BALL STRIKES HER HARD ON THE ANKLE, KNOCKING HER LEG FROM UNDER HER.

She lands HARD on the floor, and looks up to see:

Something that looks like TATE, but with BLACK PITS for eyes, and an IMPOSSIBLY WIDE GRIN. Walking toward her, carrying a dripping TAR-BALL between its exaggerated fingers.

Jessie tries to scramble away, CRYING IN PAIN as she puts weight on her right ankle.

"Tate" GRINS and LAUNCHES THE BALL -

HITTING Jessie squarely on the leg, splattering the sticky tar. PINNING HER TO THE GROUND.

A FRESH BALL instantly FORMS between Tate's hands.

She looks up, TERRIFIED as he advances on her, raising his next shot. WHEN SUDDENLY:

ONE OF THE KIDS FROM THE COUCH BOLTS FOR THE FRONT DOOR.

Tate SPINS, launching the TAR-BALL and HITTING the KID SQUARE IN THE CHEST, knocking him into the wall.

Tate STRIDES toward him, firing BALL AFTER BALL, each one adding to the GROWING TAR-COCOON pinning the SCREAMING KID to the wall.

Jessie doesn't have much time. She GRABS HER KNEE, pulling hard against the tar. Wincing in pain, she PEELS it free.

She SCRAMBLES TO HER FEET, RUNNING IN THE OTHER DIRECTION, as:

Tate starts firing TAR-BALLS at the couch, where the other two KIDS SCATTER.

CUT TO:

INT. REC ROOM, GROUP HOME - MOMENTS LATER

Eyes on the stairwell at the end of the hall, Jessie hurriedly limps past the rec room, which is PULSING with an unnatural RED AND BLUE LIGHT, like POLICE LIGHTS.

Jessie turns as she passes, looking inside and seeing:

GROTESQUE, EXAGGERATED VERSIONS of the facility's ORDERLIES. Their forms are WAXY, almost DRIPPING - it's hard to tell where their pale, sallow skin and their white "uniforms" begin and end.

Two of them hold a TERRIFIED CHILD down, pinned to the ground, their arms seeming to MELT LIKE WAX and COVER HIS CHEST AS:

Another NIGHTMARE ORDERLY stands over him. Instead of a hand, her right arm melds into a GIANT NEEDLE.

As JESSIE STARES, horrified, a FACE-LESS BLOB in something that could be a POLICE UNIFORM steps out from behind the scene, facing her. TWO DARK PITS melt away in its face, like eyes. It takes a step toward her and:

SHE HUSTLES TO THE STAIRS. Limping to a run.

CUT TO:

INT. STAIRWELL - CONTINUOUS

As she THROWS THE STAIRWELL DOOR OPEN, the stairs burst to life. Covered completely with resting MOTHS, they now take to the air, DISPLACED. Revealing:

THE STAIRS, and SEVERAL TAR-COCOONS LINING THE WALLS.

Jessie takes the first few steps, and recognizes the FACE staring out at her from the first tar cocoon on the wall:

NATALIE. Eyes wide, blinking but not seeing. IN SHOCK.

Jessie tries to PULL HER off the wall, and the TAR STRETCHES only an INCH before SNAPPING BACK. Natalie WINCES IN PAIN as she's pulled back to the hard wall.

JESSIE
Where is he?

Natalie looks at her with blank, unthinking eyes. Jessie sighs, knowing she has to move on.

Natalie continues to stare blankly ahead as Jessie limps up the stairs.

CUT TO:

INT. SECOND FLOOR HALLWAY, GROUP HOME - MOMENTS LATER

Jessie steps out of the stairwell and down the hall. Peeking into doors, pushing them open as she passes and looking inside.

She arrives at a LARGE COMMUNAL BATHROOM.

INT. SECOND FLOOR BATHROOM - CONTINUOUS

She steps in, looking for Cody. In the dimly lit room are several shower stalls, and THREE STANDING BATHTUBS, separated by curtains. Around the corner is a row toilet stalls and a long row of sinks.

The place is empty, she turns to leave. Heading back to the hallway, she HEARS:

A LOUD SPLASH from behind her.

She STOPS. Slowly, she turns back to look. She sees that THE TUBS ARE NOW FULL OF DIRTY WATER, convincing her it's time to go.

She turns back toward the hallway door and -

INTO THE BARREL OF A GUN, larger than it should be, POINTED AT HER FACE.

The handle of the gun grows directly out of a HUMAN ARM. She looks into the face beyond it, and recognizes:

"WHELAN": His face waxen, pale, with Black pits for eyes. His oversize mouth DROPS OPEN IN A FURIOUS SCREAM -

SENDING HER STUMBLING BACKWARD, TRIPPING -

And LANDING WITH A THUMP at the BASE OF ONE OF THE BATHTUBS.

She WINCES IN PAIN, lying with her eyes closed a moment, and suddenly feels:

DRIP, DRIP, DRIP - WATER FALLING ON HER FACE. She opens her eyes, LOOKING UP TO ITS SOURCE:

SEAN, peering down at her over the RIM OF THE BATHTUB. The water is dripping from the DARK PITS WHERE HIS EYES ARE SUPPOSED TO BE.

Jessie SCRAMBLES AWAY, getting to her feet.

She looks over, SEEING an IDENTICAL "SEAN" in EACH BATHTUB. Little fingers on the porcelain rim, FACE PARTIALLY UNDERWATER. STARING AT HER.

A giant GRIN spreads across each of the "Sean's" faces, as they SLIDE BACKWARDS into the filthy water. Jesse watches as they SUBMERGE -

And then BEGIN TO FLAIL. DROWNING.

Jessie STIFLES THE CRY in her throat, willing herself to turn away and head for the door. As she does, the THREE SEANS GURGLE after her, FLAILING AND SPLASHING IN THE TUBS:

THREE SEANS
(choked)
Mommy ... help ...

She ignores it, opening the door CAUTIOUSLY in case Whelan is still nearby. The coast relatively clear, she steps out of the bathroom.

CUT TO:

INT. SECOND FLOOR HALLWAY - MOMENTS LATER

Jessie limps down the hallway, checking two doors and finding them locked. As she goes further down the oily, tar-filled floor, SWATTING moths away from her face as she goes, she SUDDENLY HEARS:

CODY. SCREAMING. FROM THE ROOM AT THE END OF THE HALL. SHE PICKS UP THE PACE -

JESSIE
Cody!

She PUSHES OPEN THE DOOR -

INT. TV ROOM, GROUP HOME - CONTINUOUS

- and STUMBLES INTO THE TV ROOM.

Inside, she sees CODY, lying on the floor, TERRIFIED. Above him, HOLDING HIM DOWN IS:

JESSIE - or, rather, the NIGHTMARE VERSION of Jessie.
Eyeless, wide-grinning.

A few feet away, holding Cody's feet, is NIGHTMARE MARK,
pitted eyes glinting.

ON THE TELEVISION SCREEN, "Sean" DROWNS IN THE BATHTUB, on a
seemingly ENDLESS LOOP.

She steps toward Cody, cautious.

JESSIE

Cody ...

"Mark" suddenly LEAPS UP, BOUNDING FORWARD, blocking her way.

As she STARES into the dark pits where her husband's eyes
should be, Jessie sees:

A MOTH CRAWL OUT, taking flight as Mark sneers at her,
GROWLING.

She BREAKS DOWN A LITTLE, looking at his face. Satisfied she
isn't trying to move any further, Mark turns back to the
scene on the floor, where:

NIGHTMARE JESSIE LIFTS HER HAND, which is suddenly full of a
FIST-FULL of PHOTOGRAPHS OF SEAN.

CODY'S EYES GO WIDE, and he SCREAMS AS:

"Jessie's" hand PLUNGES forward, STUFFING THE PHOTOGRAPHS
INTO HIS MOUTH.

"Mark" joins in, STUFFING another handful of photos directly
into Cody's EYES. DEEP INTO HIS SKULL.

Cody STOPS FLAILING, as MORE AND MORE they force photos into
him, until HIS HEAD COLLAPSES COMPLETELY. His body starts to
bulge, as if being STUFFED WITH NEWSPAPER.

Cody's skin STRETCHES and BREAKS APART, until there's nothing
left but THOUSANDS OF PHOTOGRAPHS OF SEAN, stuffed into
Cody's clothes.

Jessie BREAKS DOWN watching this, tears of grief and guilt
streaming down her face, SHAKING she finally turns away.

INT. SECOND FLOOR HALLWAY - CONTINUOUS

Jessie steps into the hall, trembling. Trying to refocus, to
calm herself down. She takes a breath and steps determinedly
to the stairwell, wiping tears.

He's not on this floor.

CUT TO:

INT. THIRD FLOOR LANDING, GROUP HOME - MOMENTS LATER

Jessie steps out of the stairwell into the third floor hallway, and STOPS.

ANY RESEMBLANCE TO A HALLWAY IS LONG GONE.

It looks like a THICK CAVE, a CAVERN made of oily, moving walls. The floor, ceilings and walls are made of millions of black-and-grey greasy moths, always moving.

The faint sounds of their WINGS and LEGS has reached a sickening fever-pitch.

They CRAWL up her ankles and knees as she walks, and she does her best to ignore them. Her eyes remain straight ahead, for down this dark, greasy, living sarcophagus of insects lies:

A ROOM AT THE END OF THE HALL. Pulsing with bright, colorful lights. RED, THEN ORANGE, THEN YELLOW, THEN BLUE.

As she moves she GLIMPSES, obscured by the insects, SEVERAL GLINTS of reflected light on what looks like GLASS, bulging out slightly from the flowing WALL OF MOTHS.

She approaches one of the bulbous outgrowths, trying to shoo the moths away. Several hundred of them scatter, REVEALING:

A LARGE, GLASS REPRESENTATION OF A JAR. The screw-top PUNCTURED ever so slightly, but having ripped up a nasty looking piece of sharp metal.

INSIDE is a TERRIFIED LITTLE GIRL. The glass of the "jar" almost perfectly form fitting. MOTHS FLUTTER around her AIR HOLES, threatening to block them entirely.

Jessie PULLS AT THE LID, trying to free her, but the MOTHS swarm again, ENGULFING THE JAR BACK INTO THE WALL, and then it's gone.

Jessie turns toward the light down the hall, marking at least a half dozen of these "jars", peeking out as the moths' movement reveals and obscures them.

Determined, she picks up the pace and bee-lines to the door. It's time for this to STOP.

Working her way down the "hallway," legs lifting as though through heavy brush, she finally makes it to the door and pushes it open, REVEALING:

INT. CODY'S ROOM, GROUP HOME - CONTINUOUS

CODY, asleep on the bed, against the wall. The bed is a RACE-CAR BED.

Each wall in the room is a different color, and each color is made of what look like hundreds of subtly different scales, LIKE PAINT SWATCHES.

RELIEVED to see him, Jessie STEPS INTO THE ROOM. Almost instantly there is a LOW RUMBLING SOUND that STOPS HER COLD.

The swatches of color on the walls start to de-saturate, becoming shades of gray, and then black.

Jessie take a frantic step toward Cody, but:

IS GRABBED FROM BEHIND -

AND VIOLENTLY THROWN BACK INTO THE HALLWAY.

INT. THIRD FLOOR HALLWAY - CONTINUOUS

Jessie LANDS, easily twenty feet back from the door. As she hits the ground HARD, a cloud of moths ERUPTS AROUND HER, SWARMING IN THE AIR.

She KEEPS SLIDING BACK, mouths BILLOWING UP AROUND HER, until she comes to a stop about HALFWAY DOWN THE HALL.

Winching, she sits up, frantically WAVING bugs away from her face. Peering through the mouths, she sees - STANDING IN THE DOORWAY OF CODY'S ROOM -

THE CANKER MAN.

It spreads its arms, glaring at her with its sunken, pit-like eyes ... And LURCHES FORWARD.

As it advances, the OILY FLOOR STARTS TO POOL AROUND HER LEGS, TENDRILS OF TAR SNAKING AROUND HER CALVES LIKE VINES.

She tries to stand, but the moths start to land all over her, the tar of the floor REACHING UP AND ROOTING HER TO THE SPOT. SHE CAN'T MOVE.

The CANKER MAN PICKS UP SPEED, crunching moth's exoskeletons underfoot as it charges down the hallway. MOUTH GAPING, OPENING WIDE.

Jessie watches it come, NO LONGER STRUGGLING.

SHE REACHES INTO HER POCKET, TRYING TO PULL SOMETHING FREE.

The Canker Man ADVANCES, bony fingers REACHING FOR HER, IMPOSSIBLY WIDE MOUTH HISSING AS A GURGLING, CROAKING VOICE RISES UP FROM WITHIN:

CANKER MAN
(loud, insistent, defiant)
I - am - always -

Just as its long fingers WRAP AROUND JESSIE'S SHOULDERS -

SHE PULLS FROM HER POCKET:

The PLUSH BUTTERFLY TOY from Andrea Morgan's personal effects.

SHE HOLDS IT IN OUT, and -

The Canker Man STOPS COLD. Staring at it.

Everything is still, even the moths have stopped moving.

Its GREASY FINGERS slide off of her skin, and REACH UP, taking the TOY IN ITS HANDS. It holds the toy inches from its pit-like eyes, and then:

COCKS ITS HEAD TO THE SIDE.

The Canker Man steps back, looking at the butterfly. Jessie feels the TAR VINES on her legs becoming looser.

A GURGLING NOISE RISES UP in the Canker Man's throat. Repetitive, like a low whimper -

As Jessie FREES ONE LEG with a liquid slurp, and then the other. Taking a deep breath, she tentatively steps TOWARD THE CANKER MAN.

It looks from the BUTTERFLY PLUSH TOY in its hands to her, as she steps toward it and:

WRAPS HER ARMS AROUND ITS THIN, PALE, GREASY TORSO.

She embraces it in a MOTHERLY HUG. HOLDS ONTO IT, CLOSING HER EYES. As she does, the Canker Man seems to start SHRINKING.

It WILTS IN HER ARMS, SLOWLY, QUIETLY SHRINKING DOWN, until its GURGLING VOICE starts to sound like a CHILD SOBBING. She hangs on to it, the shrinking now faster, slowly beginning to look like A LITTLE BOY.

Jessie has to lower to her knees to continue the hug as it transforms fully into a vision of:

CODY.

Cody clutches the butterfly to his chest, engulfed in the embrace of Jessie.

They stay that way a moment, until:

He DISAPPEARS COMPLETELY.

Pitching forward, Jessie CATCHES HERSELF with one hand before she would fall. She opens her eyes and sighs. After a moment she reaches down to pick up the PLUSH BUTTERFLY, which is resting on a pile of black moths.

Clutching it, she walks into Cody's room.

CUT TO:

INT. CODY'S ROOM, GROUP HOME - MOMENTS LATER

Jessie looks at Cody's sleeping face. He hasn't moved, he sleeps in the same position as before -

But now a single tear RUNS DOWN HIS CHEEK.

She gently lays the BUTTERFLY on his chest, tucking it under his arm. And then, carefully, she hooks one arm under his knees, the other under his shoulder, and lifts him up.

CUT TO:

INT. THIRD FLOOR HALLWAY - MOMENTS LATER

She looks out into the hallway, at the children trapped in their "jars," all but covered by the now-unmoving moths. She leans down, whispering into Cody's ear:

JESSIE
(whispers)
Let them go.

The glass starts to MELT AWAY, freeing the children, who fall to the floor blinking in disbelief.

As Jessie carries Cody past them, the MOTHS around them begin to CHANGE COLOR. The grays and blacks FADING INTO POPS OF RED, YELLOW, and BLUE.

INT. STAIRWELL - MOMENTS LATER

As she nears the bottom of the stairs, the MOTHS are now brightly colored BUTTERFLIES.

Natalie sits on the stairs, freed from her tar cocoon. Looking at them in disbelief as Jessie goes past her, carrying Cody.

INT. FOYER, GROUP HOME - MOMENTS LATER

As the butterflies flutter through the air, the ceiling above them is OVERCOME WITH GLOWING, DANCING COLORS, like the Aurora Borealis stretching throughout the entire building.

Children stare up at it in amazement, as Jessie carries Cody past them, and OUT THE FRONT DOOR.

NATALIE steps into the foyer as they go, looking up at the slowly dancing light show. She's never seen anything so beautiful. As she and the children watch, it SLOWLY FADES AWAY ...

And the group home returns to normal.

CUT TO:

INT. JESSIE'S PRIUS - SUNRISE

Cody wakes up in the passenger seat. Out the window, the sun is rising over the treetops.

Groggy, he looks over at Jessie as she drives. She smiles, LOVINGLY AND GENUINELY at him.

CUT TO:

EXT. MOTEL - NIGHT

Jessie's Prius is parked outside.

INT. MOTEL ROOM - CONTINUOUS

There are two twin beds in the cheap motel room, two duffel bags on the floor.

Jessie sits next to Cody on one of the beds, holding the JOURNAL out for him to see.

JESSIE

This is for you. This is your
mother's journal.

Cody tentatively takes it from her, turning it over in his hands.

JESSIE (CONT'D)

Your mother's name was Andrea
Morgan. And I could tell by reading
this, she loved you very, very
much.

INT. ANDREA'S HOME - NIGHT

ANDREA (late 20's, ethereal, with gorgeous RED HAIR) looks into the crib, at the infant CODY.

JESSIE (V.O.)

When you were a baby, she noticed
you were special.

Just over Cody's crib, the tiniest DOLLOP OF COLOR floats above him, GLOWING and DANCING LAZILY as he sleeps. Andrea stares at it, FASCINATED, and SMILES.

EXT. PARK - DAY

Andrea and one-year old Cody at the park. He's in his stroller, she sits beside him. Cody has a brand-new STUFFED, PLUSH BUTTERFLY, that almost matches the BUTTERFLY BARRETT in Andrea's red hair.

JESSIE (V.O.)

To use her words, it was "just the
two of you against the world." She
writes a lot about you, and about
your "gift," as she called it. And
how much she loved -

INT. ANDREA'S LIVING ROOM - NIGHT

Small Cody lies asleep on Andrea's chest, as GLOWING CLOUDS OF COLOR engulf both of them. She smiles, loving the view.

JESSIE (V.O.)

- watching it grow.

Andrea reaches out, to touch one of the misty apparitions.
Then, moves a stray piece of Cody's hair from his eyes.

INT. MOTEL ROOM - CONTINUOUS

Jessie frowns as she sees Cody TURN TO A BLANK PAGE. He FLIPS through the journal, ALL THE REST OF THE PAGE ARE BLANK.

JESSIE

I don't think she stopped because
she didn't want to keep writing. I
think, it was because -

She reaches behind her, picking up ANDREA'S PATIENT FILE.

JESSIE (CONT'D)

- she got sick. Which is something
that just happens.

INT. ONCOLOGIST'S OFFICE - DAY

Andrea sits in a chair, trying to hold onto Cody, who is almost two and VERY RAMBUNCTIOUS. She finally lets him go explore the office so she can listen to the doctor.

But as he talks, Andrea's face FALLS. As she listens, the weight of the news takes her over as Cody plays, oblivious, in the background.

INT. MOTEL ROOM - CONTINUOUS

Jessie flips through the patient file, gently pointing to pages of TEST RESULTS.

JESSIE

These are the results of a bunch of
tests they gave your mom. And you
see that word there?

CODY

(reading)
Canker.

JESSIE

Not quite.

We see where she is pointing. We read: PANCREATIC CANCER.

JESSIE (CONT'D)
A lot of kids, especially little
kids, have a hard time pronouncing
the soft "c."

INT. RADIATION CENTER - DAY

Andrea and the DOCTOR confer, with LITTLE CODY looking on,
confused. Andrea is crying, but trying not to.

JESSIE (V.O.)
It's tough to explain what cancer
is to little kids, in terms they
can understand.

Little Cody looks at Andrea as they finish explaining the
situation to him. His little face frowns as he tries to
reconcile what they've told him.

LITTLE CODY
Mommy, I don't canker to eat you.

INT. MOTEL ROOM - CONTINUOUS

Jessie flips a page in the patient file.

JESSIE
Your mother would have started to
look very different, very fast.

INT. RADIATION CENTER - DAY

Little Cody, maybe two and a half, looks up at Andrea.

Her beautiful red hair is GONE, she wears a bandana. Her face
is pale, she has dark circles forming around her eyes. She
looks at him, and forces up an ATTEMPT AT A SMILE.

INT. ANDREA'S BEDROOM - NIGHT

Little Cody peeks into the bathroom door, watching as Andrea
VOMITS DARK FLUID into the toilet, missing more than a
little. He looks at the DARK, OILY SUBSTANCE on the floor,
and Andrea suddenly REALIZES HE'S THERE, reaching out to
close the door.

She doesn't want him to see her like this.

INT. MOTEL ROOM - CONTINUOUS

Jessie takes a peek at Cody before flipping another page. He looks on, engaged but quiet.

JESSIE

By the time she was in the ICU, the intensive care unit, you would've been cared for by hospital staff, or a case worker.

She turns to the IN-TAKE PAGE with Cody's name on it.

JESSIE (CONT'D)

Without any other relatives, they would have started looking at foster parents for you.

Cody looks down, letting this sink in.

JESSIE (CONT'D)

It would have been hard for her, but she would've wanted to see you one more time. And they would have let her.

INT. ICU ROOM - NIGHT

Little Cody is led into the ICU room, eyes-wide. Scared. His eyes fall on the INSTRUMENTS, THE HEART MONITOR. THE TUBES. Andrea is in the bed, FORCING herself up to her side when she sees him come in.

We barely recognize her. She's bald, gaunt, her waxy skin hanging off her bones. Deep black circles surround her eyes. Her lips are colorless and cracked.

She tries to smile when she sees Cody, but he RECOILS as she REACHES OUT FOR HIM with her long, BONY FINGERS.

JESSIE (O.C.)

Her voice would've been almost gone. But I think she would've tried to say one thing if she could manage it. The one thing she wouldn't ever want you to forget.

Andrea reaches toward a scared, crying Cody. Her scratchy voice bubbles up from her throat:

ANDREA

(great effort)

I am. Always. With. You.

Little Cody cries as he looks at her.

INT. MOTEL ROOM - CONTINUOUS

Jessie closes the patient file. Cody sits next to her, absorbing all of this.

JESSIE

Over time, as you got older, you'd forget most of this. And you'd tell people that Canker ate your mommy. And then, as more time went by -

CODY

(understanding, whispers)
The Canker Man. Ate my mommy.

He looks down at the plush butterfly in his hands. He understands.

CUT TO:

EXT. DESERT HIGHWAY - ANOTHER DAY

The Prius is gone. Jessie drives a beat-up used card, probably bought with cash, down the desert highway. The dusty valleys give way to mountains in the distance, and Cody watches them roll by with fascination.

INT. MOTEL ROOM BATHROOM - NIGHT

Jessie looks at herself in the motel bathroom mirror, pulling at her LONG BLONDE HAIR. A pair of SCISSORS on the counter.

INT. SECOND MOTEL ROOM - CONTINUOUS

Cody sits on the bed, watching TV as Jessie steps out of the bathroom, presenting her new hair style. Her blonde hair is now cut VERY SHORT. Cody SMILES.

CODY

Wow.

She holds out TWO BOXES OF HAIR DYE for him to consider.

JESSIE

Should I go red or brown?

Cody thinks.

CUT TO:

INT. SECOND MOTEL ROOM - LATER THAT NIGHT

Jessie tucks Cody into his bed, her short hair now BROWN.

Cody looks exhausted, a little nervous to sleep. Jessie can tell.

JESSIE

There's nothing to worry about. You get your rest.

CODY

Will you tell me a bedtime story?

JESSIE

Sure.

(beat)

Once upon a time there was a special little boy who needed a mom. And a sad mom, who needed a son.

CODY

Is this a happy story?

JESSIE

I think it is. It has a happy ending, anyway.

CODY

It feels like it can't. Because of those other people. Who went away.

JESSIE

(thinks)

Well, that's the best part. No one ever really goes away. Not completely.

Jessie looks on, a small smile on her face as she pictures what she wishes were true. We see what she imagines:

INT. TATE'S BEDROOM - FANTASY

Tate sits up in bed, looking around his room. Disoriented.

JESSIE (V.O.)

In this story, that bully from school woke up in his bed like nothing ever happened. And whatever made him so sad, and mean, was gone.

Tate smiles.

INT. WHELAN'S HOUSE - NIGHT

Whelan sits at the foot of his bed, looking up as a SHADOW FALLS OVER HIM FROM THE HALLWAY.

JESSIE (V.O.)

And that nice lady who cared for the boy, she came back to her husband. And they lived happily ever after.

Katie steps into the bedroom, and Whelan STANDS. Smiling, so happy, he reaches out and they EMBRACE.

INT. MOTEL ROOM - CONTINUOUS

Jessie's eyes begin to TEAR UP as she looks off, imagining. WISHING.

JESSIE

And daddy ...

INT. LIVING ROOM - NIGHT

Mark wakes up on the couch. She sits up, looking around, his eyes stopping on the FAMILY PORTRAIT on the wall. Jessie, Mark, and Sean.

JESSIE (V.O.)

Daddy got the best present of all.

As he sits up looking at it, the camera PANS OVER TO REVEAL:

Sean, standing in the doorway. SMILING.

Mark sees him, and a smile SPREADS ACROSS HIS FACE. He steps toward him, dropping to his knees as SEAN RUNS INTO HIS FATHER'S ARMS. They hold each other tightly, closing their eyes.

INT. MOTEL ROOM - CONTINUOUS

Cody looks up at Jessie. Sees that she's crying.

CODY
Can those things happen?

JESSIE
(manages a smile)
Why not?

She wipes her eyes, and reaches over, TURNING OFF THE LIGHT. The orange lights of the motel parking lot shine in through the windows.

As Cody settles into his pillow, Jessie leans over and kisses his cheek.

CODY
(tired)
Can we go home?

JESSIE
We are home. Sweet dreams.

She watches as his eyes FLUTTER CLOSED, sleep coming.

JESSIE (CONT'D)
I love you, Cody.

His eyes close, drifting in to sleep.

CODY
I love you, mom.

We end on a CLOSE UP of CODY'S SLEEPING FACE, his eyes beginning to dance behind his eyelids. It's identical to our opening shot except, this time, HE'S SMILING.

FADE TO BLACK.